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Corporate Governance

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4.1 Legal Information

4.1.1 Corporate Form

The company was transformed into a European public limited liability company ("Societas Europaea" (European Company) or "SE") in 2012. It is governed by the applicable European and French legal provisions on "European companies", and to the extent they are not contrary to such specific provisions, French legal provisions applicable to "sociétés anonymes", as well as by the Articles of Association.

4.1.2 Corporate Purpose and Other Information

- Corporate purpose: under article 2 of the Articles of Association, the company's purpose in France and elsewhere is as follows:
 - the processing of information, systems engineering, studies, IT advice and assistance,
 - the research into, study, realization and sale of products or services which help in promoting or developing the automation and broadcasting of information and notably: the design, application and implementation of software, computer, online and office automation systems,
 - it can also operate, either by itself or using any other method, without any exception, or create any company, make all contributions to existing companies, merge or create alliances therewith, subscribe to, purchase or resell all shares and ownership rights, take all interests in a partnership and grant all loans, credits and advances,
 - and more generally, any commercial, industrial, real-estate, movable property or financial transactions, either directly or indirectly related to one of the above-mentioned purposes;
- *Raison d'être*: article 2 of the Articles of Association also provides, since April 30, 2019, that the company's purpose is to help design the future of the information space. Its expertise and services support the development of knowledge, education and research in a multicultural approach and contribute to the development of scientific and technological excellence. Across the world, the Group enables its customers and employees and members of societies at large to live, work and develop sustainably in a safe and secure information space;
- company name: "Atos SE" (article 3 of the Articles of Association);
- issuer's applicable law: French;
- registered office and principal place of business: under article 4 of the Articles of Association, the registered office of Atos SE is located at River Ouest, 80 quai Voltaire – 95870 Bezons, France – +33 1 73 26 00 00;
- registered in the Pontoise Trade Registry under Siren number 323 623 603 and with business identification code (APE code) 7010Z;
- LEI (Legal Entity Identifier): 5493001EZOOA66PTBR68;
- date of incorporation and term: the company was incorporated in 1982 for a period of 99 years, *i.e.*, up to March 2, 2081;
- website: atosgroup.com¹

As part of its normal activities, Atos operates and services a number of critical transport, power, health, telecom and IT infrastructures, notably for public agencies or administrations. It also operates in several sensitive domains, including defence, space, cryptography, AI, cybersecurity, high-performance computing and quantum technologies, covering both operational work and research and development activities. These activities may be subject to foreign investment control regimes, both in France (under articles L. 151-3 *et seq.* of the French monetary and financial code) and in a substantial number of foreign countries where the Group is present. Under these regimes, certain sales or acquisitions of assets or stakes above certain thresholds in the share capital of Atos or its subsidiaries may be subject to notification or authorization with the competent authorities, even if there is no change of control.

4.1.3 Provisions of the Articles of Association

4.1.3.1 Governance and Related-Party Agreements

Members of the board of directors

The board of directors is composed of a minimum of seven members and a maximum of eighteen members who are appointed by the ordinary general meeting, without prejudice to the provisions of the board's internal rules. The board of directors is renewed annually in such a way as to allow a rotation of one-third of the members of the board of

directors. The term of office of the directors is three years. The number of members of the board of directors over the age of 70 must not be higher than one-third of the total serving members. The board of directors comprises up to two employee directors. It may also comprise a director representing the employee shareholders (articles 13, 14, 15, and 16 of the Articles of Association).

¹) The information included on the Group's website is not part of this Universal Registration Document.

Chairman

The board of directors shall elect a chairman from among its members, who shall be a natural person, and, if the board of directors deems it appropriate, one or more vice-chairmen (article 19 of the Articles of Association). The missions of the chairman are outlined in section 4.2.2 "Management Mode" below.

Chief executive officer

At the discretion of the board of directors, the general management is handled either by the chairman or by an individual appointed by the board of directors who has the title of chief executive officer. The chief executive officer has the broadest powers to act in all circumstances in the name of the company. He exercises these powers within the limits of the company's purpose and what the law, the Articles of Association and the board's internal rules expressly assign to the general meetings of shareholders or the board of directors. The chief executive officer represents the company in its relationship with third parties (article 23 of the Articles of Association).

Deputy chief executive officer

Upon proposal of the chief executive officer, the board of directors can appoint up to three individuals with the title of deputy chief executive officer to assist the chief executive officer. In agreement with the chief executive officer, the board of directors determines the extent and the duration of the powers granted to him or her. The deputy chief executive officer(s) have the same powers as the chief executive officer with respect to third parties (article 24 of the Articles of Association).

Notices to attend board meetings and board of directors' decisions

Pursuant to article 18 of the Articles of Association, the board of directors is convened as often as the company's interests demand and at least every three months, without prejudice to the provisions of the board's internal rules. Notice of board meetings is sent to directors by the chairman. If no board meeting has been called for over two months, at least one third of the directors may request that the chairman convenes a meeting with a determined agenda. The chief executive officer may also request that the chairman convenes a meeting with a determined agenda. Decisions are made with a majority of the members present or represented, without prejudice to the provisions of the board's internal rules. In the event of a tie, the chairman has a casting vote.

The board of directors' decisions may also be made through written consultation, including electronic means, in accordance with applicable legal and regulatory provisions as well as the board's internal rules. This consultation is initiated by the chair, who sends the proposed resolutions and necessary documents to the

directors. The directors then have a specified period to respond and cast their vote in writing. Any director may object to this procedure within three business days, in which case a physical meeting will be convened. If no response is received within the allotted time, the director is deemed not to participate in the deliberation. The quorum and majority rules remain the same as those applicable in meetings, and decisions made in writing are recorded in an official minutes document.

Powers of the board of directors

Pursuant to article 17 of the Articles of Association, the board of directors determines the orientations of the company's business and monitors their implementation. Subject to powers expressly assigned to general meetings and within the limits of the company's purpose, it handles all matters involving the proper operation of the company and settles matters through its deliberations. The board of directors sets the limitations on the chief executive officer's powers, where required, in its internal rules, by indicating the decisions that require prior authorization of the board of directors.

Related-party agreements

Any agreement entered into (directly, indirectly or through an intermediary) between the company and its chief executive officer, one of its deputy chief executive officers, any of its directors or one of its shareholders holding more than 10% of the voting rights or, if it is a company shareholder, the company that controls it in the meaning of article L. 233-3 of the French commercial code, must receive the prior authorization of the board of directors. Agreements between the company and another company are also subject to prior authorization when the chief executive officer, a deputy chief executive officer, or a director of the company is an owner, an indefinitely responsible partner, a manager, a director, a member of the supervisory board, or otherwise a senior manager of that other company.

Such prior approval does not apply to agreements covering standard operations that are concluded under normal conditions nor to those entered into by two companies where one of them holds, directly or indirectly, the entire share capital of the other, after deducting, if applicable, the minimum number of shares required to meet the requirements of article 1832 of the civil code or articles L. 22-10-2 and L. 226-1 of the French commercial code.

Directors' compensation

Members of the board of directors may receive a fixed annual amount, the total of which is determined by the general meeting and allocated by the board of directors in accordance with the conditions set out in article L. 22-10-8 of the French commercial code.

4.1.3.2 Rights, Privileges and Restrictions Attached to Shares

Voting rights

Pursuant to article 33 of the Articles of Association, each share carries one voting right. There is no share with double voting rights.

Participation in general meetings

Pursuant to article 28 of the Articles of Association, all shareholders may participate in general meetings either in person or by proxy. All shareholders may be represented by their spouses, by another shareholder, or by partners with whom a civil solidarity pact ("PACS") has been concluded. They may also be represented by any other natural person or legal entity of their choice. The proxy must show evidence of this delegation. The right of shareholders to participate in general meetings is subject

to the registration of the shares in the name of the shareholder or the financial intermediary registered on its behalf on the second working day preceding the meeting at 00:00 (Paris time). Such financial intermediaries shall deliver to holders of bearer shares a shareholding certificate enabling them to participate in the general meeting. The shareholders, upon decision of the company's board of directors, may take part in general meetings through video conference or by telecommunication means, including the internet. article 28 of the Articles of Association provides for the terms and conditions of shareholders' participation in general meetings, in particular, by means of an electronic voting form made available on the company's website.

Identifiable bearer shares

Pursuant to article 9, paragraph 3 of the Articles of Association, the company may proceed to the identification of holders of bearer shares at any time.

Changes to shareholders' rights

Any amendment to the Articles of Association, which set out the rights attached to the shares, must be approved by a two-thirds majority at an extraordinary general meeting. A unanimous shareholder vote is required to increase the liabilities of shareholders.

Calling and general conduct of ordinary general meetings and extraordinary general meetings

Pursuant to articles 34 and 35 of the Articles of Association, general meetings are considered to be "extraordinary" when the decisions relate to a change in the Articles of Association or the company's nationality, or where required by law and "ordinary" in all other cases. General meetings are convened and conducted in accordance with French and European law.

The ordinary general meeting cannot validly deliberate upon first convening notice unless the shareholders present, represented, or voting by mail have at least one-fifth of the shares with voting rights; upon second convening notice, no quorum is required. The ordinary general meeting rules by the majority of expressed votes.

4.1.3.3 Financial Statements (articles 37, 38 and 39 of the Articles of Association)

Legal reserve

5% of the statutory net profit for each year, reduced by prior losses, if any, has to be allocated to the legal reserve fund before dividends may be paid with respect to that year. Funds must be allocated until the amount in the legal reserve is equal to 10% of the share capital, and shall be allocated again if, for any reason whatsoever, the legal reserve falls below that threshold.

Approval of dividends

Dividend payments are approved by the general meeting, in accordance with articles L. 232-12 to L. 232-18 of the

The extraordinary general meeting cannot validly deliberate unless the shareholders present, represented or voting by mail have at least (i) upon first convening notice, one quarter of the shares with voting rights, and (ii) upon second convening notice, one fifth of the shares with voting rights. Failing this latter quorum, the second general meeting can be deferred to a date up to two months after the one on which it had been scheduled. The extraordinary general meeting is ruled by a majority of two-thirds of the expressed votes.

Disclosure of threshold crossing

In addition to the thresholds defined by applicable laws and regulations, pursuant to article 10 of the Articles of Association, any individual or legal entity, acting alone or in concert, who acquires, directly or indirectly, taking into account assimilated securities within the meaning of article L. 233-9 of the French commercial code, a fraction of the share capital equal to or higher than 2% or, following a shareholding of 2%, any multiple of 1%, is required to inform the company, by registered letter with return receipt requested, within 5 trading days from the date on which one of these thresholds is crossed, of the total number of shares, voting rights or securities giving access to the share capital or voting rights of the company held by them. Failure to comply with the above requirements results in rescission of the voting rights attached to those shares relating to the unreported fraction at all general meetings held during a two-year period following the date of regularization filing of such notice. Application of this sanction is subject to a request, mentioned in the minutes of the general meeting, by one or more shareholders holding at least 5% of the company's share capital or voting rights. The same information obligation applies, under the same terms and conditions, each time the fraction of the share capital or voting rights of a shareholder decreases to less than one of the above-mentioned thresholds.

Control of the issuer

The company is not controlled within the meaning of article L. 233-3 of the French commercial code. No provision in the Articles of Association, nor in any charter or internal rules, may delay, postpone or prevent a takeover or a change of control of the company.

French commercial code. The general meeting may offer the shareholders, for all or part of the dividend available for distribution, an option for cash payments or payments in the form of new shares of the company under the terms and conditions set by law.

Distribution of company's assets

The general meeting may decide to distribute assets recorded on the company's balance sheet and, in particular, tradable securities by taking sums from the profits, retained earnings, reserves or additional paid-in capital.

4.2 Corporate governance

4.2.1 Frame of reference on Corporate Governance

4.2.1.1 Compliance with the AFEP-MEDEF code

French legislation and rules issued by the financial market regulatory authorities apply to the company's corporate governance.

The company refers to the Corporate Governance code of Listed Companies issued by the AFEP-MEDEF (available on the AFEP website, in the Governance section) and has decided to use the code as a reference in terms of corporate governance, and to monitor its implementation.

Governance issues are regularly addressed during board meetings. The board has indeed consistently expressed its willingness to take into account, and sometimes anticipate, recommendations on the improvement of corporate governance for listed companies whenever such recommendations are in line with the interests of the company and of its shareholders.

This includes the company's innovative practice of consulting its shareholders on the medium-term orientations (at the general meeting on October 27, 2020)

and the consultative vote on the company's ambitious decarbonization strategy at the 2021 annual general meeting. Also, Atos was the first CAC 40 company to enshrine its *raison d'être* in its Articles of Association on April 30, 2019, thereby anticipating the entry into force of the PACTE law of May 22, 2019. Moreover, the company complies with the new recommendations set out in the revised version of the AFEP-MEDEF code published in December 2022, which aims to place CSR strategy, including climate change, at the heart of the missions of any board of directors.

The company's governance practices are fully compliant with the AFEP-MEDEF code, in its applicable version dated December 2022, with the exception of the following recommendation of the AFEP-MEDEF code, which is not strictly followed under the compensation policy applicable to the chairman and chief executive officer in respect of the 2025 financial year, and for which explanations are given in the table below.

Recommendation of the AFEP-MEDEF code

Article 26.3.3 (Long-term compensation of executive officers), paragraph 6

Explanations

"These plans, the award of which must be proportionate to the annual fixed and variable compensation components, must provide for demanding performance conditions to be fulfilled over a period of several consecutive years. These conditions may be performance conditions that are internal to the company or relative conditions, that is to say linked to the performances of other corporations, a reference sector, etc. If chosen as a criterion, the stock exchange price may be assessed on a relative basis (comparison with similar companies or indexes). Whenever possible and relevant, these internal and relative performance conditions should be combined."

As part of the compensation policy applicable to the chairman and chief executive officer in respect of the 2025 financial year, approved by the annual general meeting of January 31, 2025, the board of directors has decided, on the recommendation of the remuneration committee, on the principle of a long-term compensation in the form of a free allocation of performance shares of the company, with the number of shares definitively vested depending on the evolution in the share price over a four-year period ending on December 31, 2028 (see paragraph 4.3.1.3).

Given the Group's particular situation and its financial restructuring, the board of directors considered that this single performance condition, assessed over a four-year period, combined with an obligation to retain the shares resulting from the free share allocation until December 31, 2030, was demanding and relevant to the Group's strategy and challenges, by enabling the chairman and chief executive officer to be associated with long-term performance, to be rewarded in the event of a positive evolution in the Atos SE share price, and by guaranteeing alignment with the company's corporate interest and the interests of shareholders.

Recommendation
of the AFEP-MEDEF code
Article 26.3.3 (Long-term compensation of
executive officers), paragraph 6

Explanations

This performance criterion linked to the annualized growth in the share price was considered particularly relevant and appropriate to the company's situation, in particular for the following reasons:

- allowing a correlation between shareholder gain and that of the beneficiary of performance shares: Atos SE's development strategy must, in the medium to long term, result in value creation for shareholders. The acquisition of shares must therefore be directly proportional to the growth in the share price, and therefore to the shareholder's gain, as this performance criterion is the most appropriate for sharing the creation of value;
- giving real consideration to the company's long-term performance: performance is measured over a four-year period. The number of shares received by the chairman and chief executive officer thus reflects the gains that would have been made over a medium to long-term horizon by a shareholder who invested as part of the capital increase with maintenance of pre-emptive subscription rights carried out in the context of the company's financial restructuring. This performance measurement period also makes it possible to factor in stock market volatility, and is intended to encourage sustainable performance by avoiding excessive and short-termist risk-taking;
- ensuring transparency and simplicity: with a performance criterion linked to the annualized share price growth, performance can be measured in real time (insofar as it involves calculating annualized share price growth between two periods).

The board of directors therefore considered, on the recommendation of the remuneration committee, that this compensation was appropriate and proportionate in the Group's challenging context, subject to a demanding performance condition, a condition of continued presence to be met at each vesting date and an extended holding period, capable of satisfying the objectives set out in the AFEP-MEDEF code, namely to enable real consideration to be given to the company's long-term performance, to guarantee the long-term commitment of senior executives, and to promote the alignment of their interests with those of the company and its shareholders.

4.2.1.2 Main terms of the Governance Term Sheet in the context of the financial restructuring

The accelerated safeguard plan as voted on September 27, 2024 by the classes of affected parties and approved by the Nanterre Commercial Court on October 24, 2024 (the "**Accelerated Safeguard Plan**") sets out the principles of governance following completion of the financial restructuring, which were set out in a governance term sheet dated July 14, 2024 (the "**Governance Term Sheet**"), attached to the lock-up agreement and the Accelerated Safeguard Plan.

The internal rules of the board were duly amended by the board of directors at its meeting on January 30, 2025 to reflect the terms of the Governance Term Sheet, the main terms of which are described below.

General principles

- The Accelerated Safeguard Plan specifies that this plan will not impact the corporate form of Atos SE, which will remain a European company whose shares are admitted to trading on the regulated market Euronext Paris (compartment A - ISIN: FR001400X2S4 (after the reverse stock split of the company's shares on April 24, 2025)).

- The company's registered office will be maintained in France.
- The company will continue to refer to the French AFEP-MEDEF code of corporate governance for listed companies.
- The company will remain non-controlled within the meaning of Article L.233-3 of the French commercial code following the transactions provided for in the Accelerated Safeguard Plan.

Composition and operation of management bodies

- The company will be represented by its chief executive officer, under the supervision of the board of directors.
- Following the operations provided for in the Accelerated Safeguard Plan, the board of directors will comprise eight members, in addition to the employee representatives who would be appointed in accordance with law.
- Most board members (at least five) will be independent directors. Following the operations provided for in the Accelerated Safeguard Plan, creditors will not be represented on the board of directors.

- The company's chief executive officer may be appointed chairman of the board of directors by decision of the board of directors. In this case, a lead director will also be appointed from among the independent directors.
- If the chief executive officer does not act as chairman of the board of directors, the chairman of the board of directors will be appointed from among the independent directors.
- The board of directors will be made up of directors of each gender, in accordance with law.
- Directors must meet customary professional standards, which will be assessed by the nomination and governance committee.
- Directors shall act, in all circumstances, in accordance with their duties and obligations (as set out in the board internal rules), in particular: their duty to act in the company's best interests and their duty of collegiality, objectivity, loyalty, assiduity, professionalism and confidentiality. Any director in a situation of conflict of interest concerning a decision must (i) inform the board of directors of this situation of conflict of interest; (ii) refrain from participating in discussions relating to this decision (unless his/her opinion is specifically sought) and (iii) be deprived of the right to vote on the decision concerned.
- The board of directors will meet at least (i) once a month for the first 24 months following the date of completion of the financial restructuring (i.e., December 18, 2024), then (ii) once every two months for the following 12 months, and (iii) once every quarter thereafter.

4.2.2 Management Structure

4.2.2.1 Governance Structure

The company's governance structure was converted to a board of directors system in 2009. The offices of chairman of the board of directors and chief executive officer were separated on October 31, 2019.

Combination of roles from July 23, 2024 until October 14, 2024 for a transitional period

Following the opening of the accelerated safeguard proceedings, which marked the completion of an important step in Atos Group' financial restructuring process and the start of a new era of recovery and development, the board of directors, at its meeting on July 23, 2024, upon the recommendation of the nomination and governance committee, had decided to combine the roles of chairman and chief executive officer. Jean-Pierre Mustier, previously chairman of the board, was appointed as chairman and chief executive officer, replacing Paul Saleh, whose mandate ended following his resignation. This appointment was made to ensure the oversight and proper execution of the accelerated safeguard plan, which is essential for the Group's recovery.

Board committees

- The board's four current committees will be maintained:
 - the audit committee (including at least two-thirds independent directors and chaired by an independent director);
 - the nomination and governance committee (including an employee representative and a majority of independent directors, excluding the chairman of the board, and chaired by an independent director);
 - the remuneration committee (including an employee representative and a majority of independent directors, and chaired by an independent director);
 - the CSR committee (chaired by an independent director).

Reserved matters for the board of directors

- Important and strategic corporate decisions will be considered as reserved matters, and will be taken by simple majority or two-thirds majority vote (see "Limitations on the powers of the chief executive officer" in section 4.2.2.3 below).
- The chairman of the board of directors must ensure that the board is kept informed regularly and sufficiently in advance to enable it to make an informed decision.

Separation of offices of chairman and chief executive officer from October 14, 2024 to January 31, 2025

During this transitional period, the nomination and governance committee, chaired by the acting lead independent director, actively worked on Jean-Pierre Mustier's succession plan, with the assistance of a renowned international executive search firm and in consultation with certain of the company's creditors.

At the conclusion of this selection process, the board of directors, at its meeting on October 14, 2024, unanimously approved, upon the recommendation of the nomination and governance committee, the appointment of Philippe Salle as chairman of the board with immediate effect, and his appointment as chairman and chief executive officer effective February 1, 2025. At the general meeting held on January 31, 2025, the ratification of Philippe Salle's appointment as director was approved by 94.18% of the votes cast.

With extensive experience as a corporate executive, including in listed companies, Philippe Salle brings valuable skills and perspectives to the board and to the leadership of the Group, supporting the implementation of the business plan and the Group's restructuring.

From October 14, 2024 until January 31, 2025, Jean-Pierre Mustier served as chief executive officer of the company, and remained a member of the board of directors, ensuring an orderly, constructive and effective transition. In particular, he was responsible for monitoring and ensuring the proper implementation of the accelerated safeguard plan, which is essential for the Group's rescue.

Combination of roles from February 1, 2025

The board of directors, on the recommendation of the nomination and governance committee, considered that a unified governance structure, to be implemented after a transition period, was the most appropriate given the specific characteristics of the Atos Group in the current context.

This pragmatic approach, taking into account the challenges ahead, aims to ensure clear, stable, and embodied management of the Group, while optimally aligning the strategic objectives validated by the board of directors with their effective implementation within the organization. The chairman and chief executive officer will drive a new dynamic, conducive to the Group's recovery and the responsiveness of teams, directors, and shareholders, while ensuring the necessary stability for all stakeholders.

4.2.2.2 Chair and vice chair of the board of directors

Missions of the chairman of the board

The statutory missions of the chairman of Atos SE's board of directors (as per the company's Articles of Association and the board internal rules) are as follows:

- the chairman organizes and directs the work of the board;
- the chairman convenes the board meetings, determines the agenda and chairs the meetings;
- the chairman oversees the proper functioning of the company's bodies and makes sure, in particular, that the directors are able to carry out their assignments;
- the chairman presides over general meetings of shareholders and reports on the board's work to the annual general meeting.

Upon the recommendations of an ad hoc committee composed of four independent directors, the board of directors decided in 2020 to entrust the chairman of the board with the following additional missions, as reflected in the board internal rules:

- consulting or being consulted and holding discussions with the chief executive officer or the general

Balance of powers

In line with best governance practices, this management structure is associated with strong measures to balance powers:

- the board of directors is composed of 87.5% of independent directors¹⁾ and comprises one employee director;
- the board has formed four permanent internal committees, all chaired by an independent director and composed of at least a majority of independent members;
- the lead independent director, whose role has been assumed by Laurent Collet-Billon since June 13, 2025, is responsible for ensuring that the board of directors applies the best standards of corporate governance, and that shareholders' concerns in this area are duly taken into account. His prerogatives and resources were strengthened by the board of directors on January 30, 2025 (see paragraph "Missions of the lead independent director" in section 4.2.2.4 below). In particular, the appointment of a lead independent director is now mandatory when the roles of chairman and chief executive officer are combined;
- the internal rules of the board of directors set forth the board's reserved matters which require the board's prior authorization (see paragraph "Limitations on the powers of the chief executive officer" in section 4.2.2.3 below); and
- at least once a year, directors hold meetings without the presence of executive corporate officers and senior management, during which they discuss the company's affairs and address any relevant matters (see the section "Executive Sessions" in section 4.2.4.2 below).

management on certain significant and strategic events for the company;

- representing the company in its high-level relations with the public authorities and the company's strategic stakeholders, in consultation with the chief executive officer;
- participating in certain internal meetings with the company's managers and teams and, as the case may be, as well as in certain board committees;
- maintaining the quality of relations with the shareholders, in conjunction with the lead independent director;
- participating in the recruitment process for new directors and in the development of the succession plan, in conjunction with the chair of the nomination and governance committee and the lead independent director;
- ensuring the balance of the board (in addition to its proper functioning);
- arbitrating potential conflicts of interest, in conjunction with the lead independent director.

¹⁾ In accordance with the rules set by the AFEP-MEDEF code, the director representing the employee is not taken into account to determine the ratio of independent directors.

Missions of the vice chair of the board

In accordance with the board of directors' internal rules, the vice chair assists the chairman of the board in carrying out his duties, notably with respect to the proper functioning of the company's governance bodies. In the

event of the chairman's absence, the vice chair may convene board meetings and set the agenda items.

In addition, should the chairman be absent, the board meeting and general meetings shall be chaired by the vice chair.

4.2.2.3 Executive management

Since February 1, 2025, Philippe Salle has served as chairman and chief executive officer of the company. In accordance with Article 23 of the company's Articles of Association, the chairman and chief executive officer is vested with the broadest powers to act on behalf of the company in all circumstances. He exercises these powers within the limits of the corporate purpose and subject to those powers expressly reserved by law and the Articles of Association for the Shareholders' Meetings and the board of directors. He represents the company in its dealings with third parties.

Biography of the chairman and chief executive officer

The biography of the chairman and chief executive officer is provided in section 4.2.3.1 of this Universal Registration Document.

Limitations on the powers of the chairman and chief executive officer

The board of directors has defined, in its internal rules as revised at the meeting of January 30, 2025, the reserved matters requiring the prior authorization of the board, either by a simple majority or by a two-thirds majority:

Board of directors' reserved matters voted by simple majority

- Approval of the business plan or its modification.
- Approval of the annual budget and any material deviation thereof.
- Capital expenditures and investments not approved in the annual budget in excess of €50 million.
- Any acquisition (whether by one transaction or by a series of related transactions) of the whole or a substantial or material part of the business, undertaking or assets of any other person, in excess of €100 million of enterprise value.
- Any disposal (whether by one transaction or by a series of related transactions) of a business or entity not included in the annual budget and for a total amount (including all liabilities and other off balance sheet commitments) in excess of €20 million of enterprise value.
- The entering into any joint venture agreement, partnership or agreement or arrangement for the sharing of profits or assets, with committed financing or having a value in excess of €50 million.
- Any material diversification of the business unrelated to the business activities previously carried on.
- Approval of the Group financing policy, including incurring any financing, borrowing (including

refinancing of any existing borrowings) or entering into any factoring, invoice discounting or similar arrangements, guarantee, pledge, security interest or equivalent transactions (or modifying the key terms thereof) in an amount in excess of €100 million.

- Any decision to buy back or redeem shares or other equity instruments (with the exception of share buybacks carried out under liquidity agreements authorized in advance by the board).
- Any equity issuances (other than intra-group) or other variations in the issued share capital of any group company or creation of any options or other rights to subscribe for or convert into shares in such company.
- Approval of the company's financial statements and consolidated financial statements.
- The appointment or dismissal of the statutory auditors.
- Any proposal to the Shareholders' meeting, including allocation of profit.
- Any dissolution, winding-up or liquidation of any company's subsidiary (other than a Material Subsidiary).
- Hiring and dismissal of the company's chief executive officer, as well as any person with a gross annual remuneration in excess of €800,000.
- Any change to the terms of employment/corporate mandate of the company's chief executive officer and the company's chief financial officer as well as any person with a gross annual remuneration in excess of €800,000.
- Any equity profit-sharing or incentive plan.
- Any non-equity profit-sharing or incentive plan exceeding €500,000 per employee.
- Any related party agreement, including any action, waiver of rights, amendment of agreement in relation to which any board member, shareholder above 10% or member of top management may be deemed to have an interest in.
- The initiation, engaging in, settlement or taking any material decision by a group company in relation to any litigation or arbitral proceedings where the amount at stake for the group is in excess of €20 million or which would be likely to involve criminal liability for any party thereto.
- Entering into any foreign exchange contracts, interest rate swaps or other derivative instruments: (a) other than in the ordinary course of business, and (b) where the exposure to the Group could potentially exceed €100 million.
- Disposal of any material group-owned intellectual property.

- Making material changes to the accounting procedures, practices, policies or principles by reference to which its accounts are prepared or the basis of their application or its accounting reference date (save as may be necessary to comply with changes in statements of standard accounting practice).
- Delegating any authority of the board to a committee, appointing any member to such committee or making any material amendments to the terms of reference and/or rules of procedure of any such committee.
- Declaring, making or paying a dividend or other distribution (whether in cash, stock or in kind) other than to another group company in the ordinary and usual course of business.
- The entry by any group company into any contract or arrangement which is outside normal course of trading of the company.
- The making of any submission or any business plan to any person with a view to attracting additional financing or refinancing existing debt.
- Making of any non-arm's length transactions (including charitable and political donations).
- Entering into any agreement or arrangement (whether in writing or otherwise) to do any of the foregoing or to allow or permit any of the foregoing.

Board of directors' reserved matters voted by a two-thirds majority

- Any merger, demerger, amalgamation, reconstruction contribution in kind or equivalent transaction.
- Entering into any formal negotiations with a third party with respect to the sale of the group or any material part thereof.
- Any material alteration (including cessation) to the general nature or strategy of the business, any business line or activity of any group company (including intra-group).
- Any dissolution, winding-up or liquidation of any Material Subsidiary or any group reorganization.
- The entry into, amendment or termination by any group company of any contract that is in excess of €500 million.
- The entering into any joint venture agreement with committed financing in excess of €100 million.
- Any decision to initiate a procedure with a view to the admission of securities issued by a company's subsidiaries to a financial market and/or change of listing of the company, including delisting of the company.
- A proposal to the company's shareholders of changes to the by-laws.
- Any transaction or action that requires a prior approval from the creditors under the financing documentation.
- Modification of the internal rules of the board; and.
- Entering into any agreement or arrangement (whether in writing or otherwise) to do any of the foregoing or to allow or permit any of the foregoing.

Executive Corporate Officers' Succession Plan

At its meeting held on December 2, 2025, the nomination and governance committee recommended to the board of directors the adoption of a new succession plan, taking into account the governance changes that occurred during the year, the Group's current situation, and best governance practices. On its recommendation, the board of directors, at its meeting on December 17, 2025, reviewed and adopted said succession plan for the chairman and chief executive officer. The general principles are described below.

• Role of the nomination and governance committee

- The committee proactively reviews and makes recommendations regarding the succession plan for the chairman and chief executive officer, in accordance with the provisions of the board of directors' internal rules.
- To support this process, the committee reviews the Group's talent pool, identifying individuals capable of assuming executive responsibilities, particularly among the members of the Group executive committee.
- The committee ensures the strict confidentiality of the succession planning process and all related information.

• Schedule and Frequency of Reviews

- The committee reviews the succession plan annually to assess whether updates are necessary and to ensure that it remains current, aligned with best practices, and suited to the Group's key challenges and priorities.
- The succession plan is then presented by the committee to the board of directors, which is regularly informed of its progress and any updates, particularly during executive sessions.

• Involvement of the Executive Officer Concerned

- The committee ensures that the chairman and chief executive officer is appropriately involved in succession planning matters, while preserving the committee's independence and autonomy in conducting the process.
- The chair of the committee maintains regular dialogue with the chairman and chief executive officer regarding the framework for succession, desired profiles, and potential internal candidates, in light of the Group's strategic priorities and challenges.

• Dimensions of the Succession Plan

- Short-term plan. The succession plan includes a short-term component designed to enable a rapid and effective response to situations that may result in an unexpected (incapacity, resignation, death) or accelerated (poor performance, mismanagement) vacancy. This mechanism ensures business continuity pending the appointment of a permanent successor by the board of directors.
- Long-term plan. The succession plan also includes a long-term component intended to anticipate the end of the term of office or the retirement of the chairman and chief executive officer. This plan sets out the general principles applicable, including: (i) consideration of both internal and external candidates, in a spirit of openness, complementarity, and comparison; (ii) possible engagement of a renowned international executive search firm; (iii)

detailed assessment of potential successors based on their skills, experience, and ability to address the Group's strategic priorities and challenges, as well as the specific requirements of the role; and (iv) a broader reflection on the most appropriate leadership model for the Group.

Leadership Team

The chairman and chief executive officer has established:

- a **Group management board** that oversees the execution of the Group's strategy, ensures alignment with performance objectives, and embodies the

organization's values to stakeholders. It is composed of Philippe Salle, chairman and chief executive officer, and Jacques-François de Prest, Group chief financial officer; and

- a **Group executive committee**, which serves as the governing body responsible for defining and deploying the Group's strategy, ensuring coordination across functions, geographies, and business lines. As of December 31, 2025, it is composed of the chairman and chief executive officer and 18 senior executives.

For more information on the Leadership Team, please refer to section 9.2.2 of this Universal Registration Document.

4.2.2.4 Lead independent director

Missions of the lead independent director

As per the board internal rules, the lead independent director (the "**lead director**") is responsible for ensuring that the board of directors applies the highest standards of corporate governance, and that shareholders' corporate governance concerns are properly taken into account.

In view of the combined roles of chairman of the board and chief executive officer as of February 1, 2025, the board of directors, at its meeting on January 30, 2025, taking into account investor expectations and market recommendations and best practices, decided to strengthen both the powers and resources of the lead director. In addition, the internal rules now stipulate that the appointment of a lead director is mandatory when the chairman of the board of directors is responsible for the company's general management.

The lead director performs the duties and has the prerogatives mentioned below, it being specified that the elements in italics reflect the very significant strengthening of the lead director's duties and resources in the board of directors' internal rules applicable since January 30, 2025, compared to the internal rules applicable before that date.

The duties of the lead director are as follows:

- *prevent and manage conflicts of interest, by bringing to the attention of the board of directors any potential conflicts of interest he/she may have identified or been informed of;*
- conduct annual assessment of the work of the board and its committees, with the assistance of the nomination and governance committee;
- be available to meet with shareholders on items pertaining to governance *and report to the board as appropriate. He/she informs the board of any shareholder concerns relating to corporate governance that come to his/her attention;*
- convene the members of the board of directors in executive sessions, at least once a year, without the executive corporate officers being present, on a specific agenda determined by the board;
- chair the meetings;
- work with the board chair *and the chair of the nomination and governance committee* on succession planning for the chair and other directors;

- *maintain a regular dialogue with directors, in particular independent directors, to ensure that they have the means to perform their role satisfactorily and are provided with an adequate level of information; and*

- *more generally, ensure compliance with the board of directors' internal rules and with the principles/recommendations of the AFEP-MEDEF code.*

In the performance of his or her duties, the lead director has the following resources at his/her disposal:

- *he or she may propose to the chairman the addition of items to the agenda of any board meeting, and may be consulted on the agenda and schedule of board meetings;*
- *he or she has access to all documents and information he or she deems necessary to carry out his or her mission;*
- *he or she is kept regularly informed of the company's activities. He or she may also meet the Group's operational managers, at his or her request and after informing the chairman and the chief executive officer;*
- *he or she may ask to attend meetings of committees of which he or she is not a member, with the agreement of the chair of the committee in question, who will inform the chairman of the board;*
- *he or she is assisted by the Secretary of the board of directors for administrative tasks.*

The lead director reports annually to the board of directors on his or her work and activities.

Report on the Activities of the lead director in 2025

Elizabeth Tinkham served as lead director from June 4, 2023, until June 13, 2025, the date of expiration of her term as director, which she chose not to renew. On June 13, 2025, upon the recommendation of the nomination and governance committee, the board of directors unanimously approved the appointment of Laurent Collet-Billon as the new lead director, in addition to his role as vice-chairman of the board of directors.

During financial year 2025, the lead director oversaw the evaluation of the work of the board and its committees, conducted in the second half of 2025 in the form of an external assessment carried out by a specialized independent consultant (see section 4.2.5). The lead director participated in interviews held with several independent consultants and reviewed the questionnaire used as the basis for the evaluation.

The lead director also worked with the members of the nomination and governance committee, which he chairs, on the succession plan for the chairman and chief executive officer (see section 4.2.2.3).

He chaired the executive sessions held without the presence of the executive corporate officers: (i) following meetings of the board of directors, notably to discuss the functioning of the corporate governance bodies and the board's evaluation, and (ii) during meetings of the board of directors, particularly to discuss matters relating to the remuneration and performance of the executive officers.

4.2.2.5 Communication with shareholders

In accordance with the AFEP-MEDEF code, the company has regular direct contacts with its shareholders and investors throughout the year to understand their expectations and take them into account.

In that context, the following measures favoring of a smooth shareholders' dialogue have been implemented:

- presentations established for financial reports, investor days or general meetings are posted on the website of the company;

The lead director also participates in shareholder engagement activities, including governance roadshows held in early 2026.

During the year, no potential conflict of interest situations were reported to him.

Finally, the lead director presented his report on his work and activities to the board of directors at its meeting held on December 17, 2025.

- the company is exchanging with its shareholders throughout the year but has, for many years, been conducting a governance roadshow prior to its annual general meeting;
- the lead director exercises several prerogatives as described above, including engaging in dialogue with shareholders on governance matters;
- Atos regularly communicates its strategy to its shareholders and provides market updates, particularly regarding the implementation of its transformation plan.

4.2.3 The board of directors and executive management: composition and organization principles

4.2.3.1 Composition of the board of directors



9 directors



1 lead independent director



1 director representing Employees



1 censor



87.5%¹ independent directors



50% of women²



61 years average age



6 different nationalities

The board of directors defines the strategy of the Atos Group and oversees its implementation. The board endeavours to promote long-term value creation by the company by considering the social and environmental aspects of its activity.

1) In accordance with article 10.3 of the AFEP-MEDEF code, the director representing employees is not taken into account in determining the percentage of independent members. Furthermore, the censor is not taken into account when calculating the percentage of independent members.

2) In accordance with the law, the director representing employees is not taken into account in determining the parity ratio on the board of directors. Furthermore, the censor is not taken into account when calculating the parity ratio.

Composition of the board of directors

As of February 1, 2026, the board of directors was composed of nine members and one censor as indicated below:

		PERSONAL INFORMATION			EXPERIENCE			POSITION ON THE BOARD			COMMITTEES AND OTHER POSITIONS ⁽³⁾
		Age	Gender	Nationality	Number of shares	Number of other mandates in listed companies ⁽¹⁾	Independence	Date of first appointment ⁽²⁾	End of term of office	Seniority on board	
Chairman and chief executive officer	Philippe SALLE	60	M	French	303 743	1	NO	10/14/2024	AGM 2026	1	N/A
Directors (L225-17 CCom)	Laurent COLLET-BILLON	75	M	French	1 250	1	YES	06/28/2023	AGM 2026	2	VC, LD, N&G*, C•
	Sujatha (Suja) CHANDRASEKARAN	58	F	American, Australian, Indian	1000	3	YES	01/14/2024	AGM 2027	2	Rem*, C•
	Surojit CHATTERJEE	51	M	American	500	0	YES	06/13/2025	AGM 2028	0	N&G
	Joanna DZIUBAK	53	F	British, French	570	0	YES	01/31/2025	AGM 2027	1	N&G, C•
	Françoise MERCADAL-DELASALLES	63	F	French	500	2	YES	01/02/2024	AGM 2028	2	CSR*, Rem
	Jean-Jacques MORIN	65	M	French	999	1	YES	01/02/2024	AGM 2028	2	C••, CSR
	Hildegard MÜLLER	58	F	German	501	0	YES	01/31/2025	AGM 2027	1	Rem, CSR
Employee director (L225-27-1 CCom)	Farès LOUIS	63	M	French	0 ⁽⁴⁾	0	NO	04/25/2019	AGM 2026	6	Rem, N&G, CSR
Censor	Mandy METTEN	46	F	Dutch	0 ⁽⁴⁾	0	N/A	01/02/2024	AGM 2026	2	N/A

1. Other mandates exercised in listed companies (outside the Atos Group). Mandates exercised in listed companies belonging to the same Group account for one single mandate.

2. Date of first appointment on the board of directors of Atos.

3. N&G: nomination and governance committee, Rem: remuneration committee, C: audit committee, CSR: CSR committee, VC: vice-chairman, LD: lead director.

4. The minimum shareholding requirement of 500 shares, as set out in the company's Articles of Association and the board internal rules, does not apply to employee directors and censors.

* Chair of the committee.

• Jean-Jacques Morin, Laurent Collet-Billon, Sujatha (Suja) Chandrasekaran and Joanna Dziubak have sufficient financial and accounting skills by virtue of their educational and career backgrounds for the purpose of their membership in the audit committee.

Directors' biographies



Chairman and chief executive officer of Atos SE

Professional address:

Tour Aurore, 18 place des Reflets

92400 Courbevoie, France

Number of shares:

303 743

Date of birth:

May 17, 1965

Nationality:

French

Date of first appointment:

October 14, 2024

Term expires on:

Annual general meeting ruling on the accounts of the 2025 financial year

Philippe SALLE

BIOGRAPHY - PROFESSIONAL EXPERIENCE

Chairman and chief executive officer of Atos SE

Philippe Salle began his career with Total in Indonesia in 1988. He then joined Accenture in 1990 where he was promoted to senior consultant. He joined McKinsey in 1995 and became senior manager in 1998. He joined the Vedior group in 1999 (now Randstad, a company listed on Euronext Amsterdam) and became chairman and CEO of Vedior France in 2002. He became a member of the executive board in 2003 and was appointed Head of Southern Europe in 2006. In 2007, he joined the Geoservices group (sold to Schlumberger in 2010), a technology company in the oil sector and under LBO, first as deputy CEO and then as chairman and CEO. In June 2011, Philippe Salle was appointed chairman and CEO of Altran Group (a company listed on Euronext Paris), an engineering consultancy and world leader in innovation. In April 2015, Philippe Salle was appointed chairman and chief executive officer of the Elior Group (a company listed on Euronext Paris), a world leader in catering and services. Between December 2017, Philippe Salle served as chief executive officer of Emeria (a company under LBO), the world's leading provider of real estate services and technologies.

Philippe Salle chaired the board of directors of Viridien (formerly CGG) from April 26, 2018, to April 30, 2025. He currently serves as vice-chairman, lead independent director, and chairman of the sustainability committee. He has also been a member of the board of directors of Banque Transatlantique since 2010.

Philippe Salle is a graduate of the Ecole des Mines de Paris and holds an MBA from the Kellogg Graduate School of Management, Northwestern University (Chicago, USA). He is a Chevalier de l'ordre national du Mérite, Chevalier de la Légion d'honneur and Commandeur de l'ordre du Mérite de la République italienne.

Philippe Salle has been a director since October 14, 2024. He served as chairman of the board of directors of Atos SE from October 14, 2024, to January 31, 2025, and has been chairman and chief executive officer of Atos SE since February 1, 2025.

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

None

Outside the Atos Group

- Vice chairman of the board of directors, lead independent director, and chairman of the sustainability committee of Viridien (SA)* (France)
- Member of the board of directors of CIC Banque Transatlantique (SA) (France)
- Director of Emeria (SAS) (France)
- Chairman of Hodpar (SAS) (France)
- Chairman of Finellas (SAS) (France)
- Managing director of Hodlux SARL (Luxembourg)
- Chairman of Hodlon Limited (UK)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Chairman of the board of directors of Viridien (SA)* (France)
- Permanent representative of Emeria, chairman of Emeria Europe
- Chairman of the supervisory boards of Efficity and Efficity International (SAS) (France)
- Director of Tech-Way (SAS) (France)
- Director of Emeria Res Newco Limited (UK)
- Director of Emeria Res UK Limited (United Kingdom)
- Director of Diot Siaci (France)
- Chairman of Emeria Holding (France)
- Chairman of the supervisory board of Foncia Saturne (France)
- Director of the Mister Temp group (France)
- Chairman of the board of directors of Emeria Switzerland (Switzerland)
- Director of Emeria Benelux (Belgium)

* Listed company.



Lead independent director and non-executive vice chairman of the board of directors

Chair of the nomination and governance committee

Member of the audit committee

Professional address:

Tour Aurore, 18 place des Reflets

92400 Courbevoie, France

Number of shares:

1 250

Date of birth:

July 1, 1950

Nationality:

French

Date of first appointment:

June 28, 2023

Term expires on:

Annual general meeting ruling on the accounts of the 2025 financial year

Laurent COLLET-BILLON*

BIOGRAPHY - PROFESSIONAL EXPERIENCE

Ingénieur général de l'armement de classe exceptionnelle and former Delegate General for Armaments

Laurent Collet-Billon began his career at the Direction Générale de l'Armement (DGA) in 1974. In 1987, he became technical advisor to the Minister of Defense. He returned to the DGA in 1988 to head the "Horus" program (airborne nuclear deterrent component), before taking charge of the surveillance and intelligence satellite programs. From 1997 to 2001, he headed the DGA's Telecommunications and Information Observation Programs Department (SPOTI), responsible for the Ministry of Defense's C4ISR programs, aimed at connecting all IT resources for armed forces interoperability. In May 2001, he became deputy Delegate General for Armaments, holding the position of number two at DGA. From 2008 to 2017, Laurent Collet-Billon was head of the DGA, responsible for equipping the French armed forces, defense research and development, international cooperation and defense exports, and defense industrial policy, with a global budget of €15 billion per year. He now works as a consultant, notably through La Place Stratégique, an incubator dedicated to promising sovereign technology businesses, which he co-founded in 2020.

Laurent Collet-Billon was advisor to the chairman and CEO of Alcatel-Lucent from 2006 to 2008 and a member of the Thales board of directors from 2004 to 2006 and from 2014 to 2017. He was also an auditor at the Centre des Hautes Études de l'Armement (CHEAr). Laurent Collet-Billon is a Grand Officier of the Légion d'honneur (Legion of Honor). He is also Officier of the Ordre national du Mérite (French National Order of Merit).

Laurent Collet-Billon is a graduate engineer from the Ecole Nationale Supérieure de l'Aéronautique et de l'Espace. He has followed a training in economics and business management) at Sup de Co Paris.

Laurent Collet-Billon has been a director of Atos SE since June 28, 2023. He was appointed vice chairman of the board on October 14, 2023, and lead independent director on June 13, 2025.

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

None

Outside the Atos Group

- Member of the board of directors of Europlasma SA** (France)
- Member of the board of directors of Forges de Tarbes (France)
- Member of the board of directors of EURENCO (ex-SNPE, Société nationale des poudres et explosifs) (France)
- Co-CEO and member of the board of Fly R (France)
- Co-chairman of La Place Stratégique
- Senior Advisor to the Eiréné fund (Weinberg Capital Partners) (France)
- Chairman of LCB Conseil SASU (France)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

None

* Independent director.

** Listed company.



Chair of the remuneration committee

Member of the audit committee

Professional address:

Tour Aurore, 18 place des Reflets

92400 Courbevoix, France

Number of shares:

1,000

Date of birth:

May 11, 1967

Nationality:

American, Australian and Indian

Date of first appointment:

January 14, 2024

Term expires on:

Annual general meeting ruling on the accounts of the 2026 financial year***

● ● Sujatha (Suja) CHANDRASEKARAN*

BIOGRAPHY - PROFESSIONAL EXPERIENCE

Independent Business, Technology and Artificial Intelligence Consultant

Suja Chandrasekaran is an Information Technology (IT), AI, digital and cybersecurity expert and industry leader. Beginning from 1996 to 2007, Suja Chandrasekaran held diverse leadership positions at Nestlé S.A. leading business process, technology and data transformation globally at Nestle and for Nestle Americas. From 2007 to 2009, she served as Group Vice President and Regional Chief Technology Officer for PepsiCo and was then appointed Senior Vice President and Global Chief Information and eCommerce Officer at The Timberland Company (2009-2011). In 2011, she joined Walmart where she held the position of Senior Vice President and Global Chief Technology Officer and Chief Data Officer, leading technology and digital transformation for Walmart Inc. From 2016 to 2019, she served as the Global Chief Digital and Information Officer at Kimberly-Clark Corporation. In 2019, she was appointed Senior Executive Vice President and Chief Digital and Information Officer of CommonSpirit Health overseeing global functions such as technology, digital, cybersecurity, data, AI development and clinical engineering.

In addition to her executive role, Suja Chandrasekaran sits on several boards and committees. She is the founder of T200 Foundation - Women CXOs in Tech, non profit and is a board member of T200 Foundation.

Suja Chandrasekaran holds a Master of Business Systems (MBS) from Monash University, Australia, and a degree in Electrical and Electronics Engineering from the University of Madras, India.

Suja Chandrasekaran is a director of Atos SE since January 14, 2024.

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

None

Outside the Atos Group

- Member of the board and member of nomination & governance, compensation and audit committees of American Eagle Outfitters Inc.** (USA)
- Member of the supervisory board and member of audit and compliance board of Brenntag SE** (Germany)
- Member of the board of directors and member of the compensation committee of Jabil Inc** (USA)
- Member of the supervisory board and chairwoman of remuneration committee of Agendia Inc. (Netherlands)
- Member of the board of directors and chairwoman of technology and AI committee of Pando AI (USA)
- Member of the board of directors of T200 foundation (Non-profit 501C3 focused on developing Women in Technology)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Senior Executive Vice President, Chief, Digital and Information Officer of CommonSpirit Health (2019-2022)
- Member of the board of directors of Cardinal Health Inc.** (USA)
- Member of the board of directors of Blume Global (USA)

* Independent director.

** Listed company.

*** The term of office of Sujatha (Suja) Chandrasekaran was renewed at the annual general meeting on January 31, 2025 (10th resolution) for a term that will expire at the end of the general meeting called to approve the financial statements for the fiscal year ending December 31, 2026.



Member of the nomination and governance committee

Professional address:

Tour Aurore, 18 place des Reflets

92400 Courbevoie, France

Number of shares:

500

Date of birth:

September 7, 1974

Nationality:

American

Date of first appointment:

June 13, 2025

Term expires on :

Annual general meeting ruling on the accounts of the 2027 financial year

Surojit CHATTERJEE*

BIOGRAPHY - PROFESSIONAL EXPERIENCE

Founder and CEO of Ema Unlimited

Surojit Chatterjee began his career in 1999 as a software developer at IBM before joining Oracle Corporation in a technical role. In 2005, he moved into product management at Symantec Corporation. He joined Google in 2007, where he held several leadership positions in payments, mobile products, and advertising. In 2015, he served as Senior Vice President and Head of Product at Flipkart, before returning to Google in 2017 as Vice President of Product Management for Google Shopping. He joined Coinbase as Chief Product Officer in 2020 and founded Ema Unlimited, a generative AI company, in 2023.

Since 2024, Surojit Chatterjee has served on the board of directors of Meesho, a private Indian e-commerce company.

Surojit Chatterjee holds a Bachelor of Technology in Computer Science and Engineering from the Indian Institute of Technology Kharagpur, a Master of Science (MS) in Computer Science from the University at Buffalo (SUNY), and an MBA from the Massachusetts Institute of Technology (MIT).

Surojit Chatterjee has been a director of Atos SE since June 13, 2025.

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

None

Outside the Atos Group

- Chief executive officer of Ema Unlimited (United States)
- Director of Ema Technologies India Limited (India)
- Director of Ema Unlimited Inc (United States)
- Member of the board of directors of Meesho (India)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Member of the board of directors of Olive AI (United States) (2021-2023)

* Independent director.



● ● Joanna DZIUBAK*

BIOGRAPHY - PROFESSIONAL EXPERIENCE

Experienced Advisor in Alternative Investments and director of several companies

Joanna Dziubak began her professional career in 1995 at Goldman Sachs in the M&A Group in London and was promoted to Managing director within the Principal Investment Area, where she managed Goldman Sachs' private equity funds and mezzanine debt funds. In 2009, she joined Park Square Capital in London as Partner and member of the Investment committee, where she was responsible for the subordinated debt and special situations strategies. During her tenure as an investment executive, she served on the boards of 17 portfolio companies across a range of industries and European countries.

In 2016, Joanna Dziubak launched her own advisory firm in Paris and served on a number of boards in an independent non-executive capacity, notably as a member of the supervisory Commission of Groupe Caisse des Dépôts appointed by the President of the National Assembly.

Joanna Dziubak holds a Bachelor of Arts in International Relations, summa cum laude, from University of Pennsylvania, a master's in economics and finance, Lauréat avec Félicitations du Jury, from Sciences Po Paris, and a master's in business administration from Harvard Business School.

Joanna Dziubak has been a director of Atos SE since January 31, 2025.

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

None

Outside the Atos Group

- Member of the board of directors of WOOSKILL (France)
- Non-executive Independent director of GROUPE COMTE-SERRES (France)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Member of the supervisory board of Groupe Caisse des Dépôts (France) (2018-2020)

Member of the audit committee

Member of the nomination and governance committee

Professional address:

Tour Aurore, 18 place des Reflets

92400 Courbevoie, France

Number of shares:

570

Date of birth:

September 25, 1972

Nationality:

French and British

Date of first appointment:

January 31, 2025

Term expires on :

Annual general meeting ruling on the accounts of the 2026 financial year

* Independent director.



● ● Farès LOUIS

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Business Developer Cyber Security Products

Farès Louis began his career with the Bull Group in 1991 as a sales engineer. He worked as an account manager for key accounts in France and was director of the Bull Middle East subsidiary in Beirut. Within the Bull Group, he held various positions and was in charge of developing international offers. In 2015, Farès Louis joined the Group as part of Atos' acquisition of Bull. He currently holds a position as "Business Developer" of cybersecurity products for the Middle East & Africa region within the Big Data and Cybersecurity service line.

Farès Louis is also a Conseiller Prud'homal (French Labor Court judge), a trade union defender and a member of the CFDT corporate body/Symetal Francilien.

Farès Louis holds a master's degree in electrical engineering from the Centre Universitaire des Sciences et Techniques (CUST) in Clermont-Ferrand as well as a Master of Science in Industrial Engineering from the National Polytechnic Institute of Lorraine. He is also a graduate of the Ecole Supérieure d'Informatique et du Commerce (ESIC) in Bordeaux.

Farès Louis has been a director of Atos SE since April 25, 2019.

Employee director

Member of the remuneration committee

Member of the nomination and governance committee

Member of the CSR committee

Professional address:

Tour Aurore, 18 place des Reflets

92400 Courbevoie, France

Number of shares:

0*

Date of birth:

May 23, 1962

Nationality:

French

Date of first appointment:

April 25, 2019

Term expires on:

Annual general meeting ruling on the accounts of the 2025 financial year

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

None

Outside the Atos Group

- French Labor Court judge (Conseiller Prud'homal)
- Trade Union defender
- Member of the CFDT corporate body/Symetal Francilien

Other positions held during the last five years

Within the Atos Group

- Trade union representative
- Employee representative on the company premises located in Les Clayes-sous-Bois
- European committee Bull
- Bull Work's council

Outside the Atos Group

None

* The minimum shareholding requirement of 500 shares, as set out in the company's Articles of Association and the board internal rules, does not apply to directors representing employees.



Chair of the CSR committee

Member of the remuneration committee

Professional address:

Tour Aurore, 18 place des Reflets

92400 Courbevoie, France

Number of shares:

500

Date of birth:

November 23, 1962

Nationality:

French

Date of first appointment:

January 2, 2024

Term expires on:

Annual general meeting ruling on the accounts of the 2027 financial year***

● ● Françoise MERCADAL-DELASALLES*

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Cofounder and President at Auxo, Co-chair of the National Digital Council (Conseil National du Numérique) and non-executive board director

Françoise Mercadal-Delasalles began her career in senior public service at the Ministry of the Economy and Finance from 1988 to 1992, then at the Caisse des Dépôts from 2002 to 2008. Appointed director of Resources and Innovation at Société Générale in 2008, she sat on the Group's executive committee and steered its digital transition project. In 2018, Françoise Mercadal-Delasalles became CEO of Crédit du Nord, where she introduced digital tools to position the Group in new banking services and integrated ecological concerns into the company's business model. In 2023, she co-founded Auxo, an integrated platform to manage extra-financial data and support companies in their transition to sustainability.

Françoise Mercadal-Delasalles holds various non-executive positions on boards of directors and supervisory boards, notably that of Eurazeo. She has co-chaired the Conseil National du Numérique since 2021. She is a Chevalier de la Légion d'Honneur, Officier du Mérite and Chevalier du Mérite Agricole.

Françoise Mercadal-Delasalles holds a degree in literature and law, and is a graduate of the Institut d'Études Politiques (IEP) de Paris, Sciences Po Paris and the École Nationale d'Administration (ENA).

Françoise Mercadal-Delasalles has been a director of Atos SE since January 2, 2024.

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

None

Outside the Atos Group

- Member of the supervisory board, finance committee and audit committee, chairwoman of the compensation, appointment and governance committee of Eurazeo** (France)
- Member of the supervisory board and chairwoman of the digital committee of DIOT-SIACI (France)
- Co-founder and President of Auxo Dynamics (France)
- Member of the board of directors, audit committee and CSR committee of CCF Group (France)
- Member of the board of directors and chairwoman of the audit committee of Attijariwafa Bank** (Morocco)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- CEO of Crédit du Nord (2018-2022)
- Chairwoman of the board of directors of Banque Courtois, Banque Rhone Alpes, Société Marseillaise de Crédit (2018-2022)
- Co-chair of the Conseil National du Numérique (2020-2023)
- Member of the board of directors of INRIA (Institut national de Recherche en informatique et en automatique) (2020-2022)

* Independent director.

** Listed company.

*** The term of office of Françoise Mercadal-Delasalles was renewed at the annual general meeting on June 13, 2025 (5th resolution) for a term that will expire at the end of the general meeting called to approve the financial statements for the fiscal year ending December 31, 2027.



Chair of the audit committee

Member of the CSR committee

Professional address:

ACCOR, 82 rue Henri Farman, 92445, Issy-Les-Moulineaux

Number of shares:

999

Date of birth:

December 29, 1960

Nationality:

French

Date of first appointment:

January 2, 2024

Term expires on:

Annual general meeting ruling on the accounts of the 2027 financial year***

Jean-Jacques MORIN*

BIOGRAPHY – PROFESSIONAL EXPERIENCE

Accor Group deputy CEO and Premium, Midscale & Economy Division CEO

Jean-Jacques Morin began his professional career with Deloitte, where he spent five years in auditing and consulting roles in Paris and Montreal. From 1992 to 2005, he held various international positions, notably in the semiconductor sector with Motorola Semiconductors (USA, Switzerland, and France), ON Semiconductor (USA) and Communicant AC, a start-up in Berlin. In 2005, Jean-Jacques Morin joined Alstom as CFO of the Power sectors in Zurich, then in Transport, before being appointed Group CFO from 2013 to 2015. In 2015, Jean-Jacques Morin joined Accor's executive committee as CFO. He is then appointed Group deputy CEO in charge of Finance, Strategy, IT, Legal, Purchasing and Communications. In June 2023, in addition to his position as Group deputy CEO, Jean-Jacques Morin took over the Premium, Midscale & Economy Division under his leadership, as CEO of the Division.

Jean-Jacques Morin has held various non-executive positions, including with Orbis from 2016 to 2020 as a member of the supervisory board and the audit committee, and with Vallourec from 2018 to 2021 as a member of the supervisory board and chairman of the Finance and audit committee. He is currently chairman of the board of directors of Adagio since 2022 and a member of the board of directors of AccorInvest since 2018. He was appointed chairman of the audit committee of GROUPE REEL in 2024.

Jean-Jacques Morin is a graduate of the École Nationale Supérieure de l'Aéronautique et de l'Espace, holds an MBA from Thunderbird (Arizona State University) and a DSCG from the Ordre des Experts Comptables.

Jean-Jacques Morin has been a director of Atos SE since January 2, 2024.

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

None

Outside the Atos Group

- Group deputy CEO and Premium, Midscale & Economy Division CEO of Accor** (France)
- Director and chairman of the audit committee of GROUPE REEL (France)
- Director of Adagio (SAS) (France)
- President of D-Edge (SAS) (France)
- Permanent representative of Accor on the board of directors of Société Française de Participation et d'Investissement Européen (SFPIE) (France)
- Management controller for AH Fleet Services (SFPIE) (France)
- Member of the board of directors and member of the audit committee of Essendi (ex-AccorInvest Group SA) (Luxembourg)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Deputy CEO and Group chief financial officer of Accor** (France) (2015-2023)
- Member of the supervisory board and chairman of the Finance and audit committee of Vallourec** (France) (2018-2021)
- Member of the board of directors of the SPAC, Accor Acquisition Company** (France) (2021-2023)
- Chairman of the board and chairman of Adagio SAS (France) (2022-2024)
- Managing director of SODETIS SARL (France) (2015-2023)
- President of IBL SAS (France) (2016-2024)
- Managing director of Soluxury HMC (France) (2021-2023)
- Member of the supervisory board and audit committee of Orbis** (Poland) (2016-2020)

* Independent director.

** Listed company.

*** The term of office of Jean-Jacques Morin was renewed at the annual general meeting on June 13, 2025 (4th resolution) for a term that will expire at the end of the general meeting called to approve the financial statements for the fiscal year ending December 31, 2027.



Member of the remuneration committee

Member of the CSR committee

Professional address:

Tour Aurore, 18 place des Reflets

92400 Courbevoie, France

Number of shares:

501

Date of birth:

June 29, 1967

Nationality:

German

Date of first appointment:

January 31, 2025

Term expires on:

Annual general meeting ruling on the accounts of the 2026 financial year

● ● Hildegard MÜLLER*

BIOGRAPHY - PROFESSIONAL EXPERIENCE

President of the German Association of the Automotive Industry (VDA)

Hildegard Müller began her professional career in 1995 at Dresdner Bank. In 2002, she was a member of Parliament in the Deutscher Bundestag, a position she held until 2008. Concurrently, from 2005 to 2008, she served as State Minister to the Federal Chancellor in the Bundeskanzleramt. In 2008, she became chair of the executive board at the Bundesverband der Energie - und Wasserwirtschaft (BDEW) in Germany, where she led the organization until 2016. From 2016 to 2019, she served as Chief Operating Officer for Grid, Network & Infrastructure at Innogy in Germany.

In addition to her executive roles, Hildegard Müller has held several prominent non-executive positions. She has served as an Independent non-executive director at Siemens Energy in Germany from 2020 to February 2025. She served as an independent non-executive director at Vonovia between 2013 and 2025. Since 2012, she has been a member of the advisory board at IKB Deutsche Industriebank.

Hildegard Müller holds a master's degree in business administration from the University of Duesseldorf, Germany. In 1989, she completed an apprenticeship as a Bank Clerk at Dresdner Bank, Germany.

Hildegard Müller has been a director of Atos SE since January 31, 2025.

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

None

Outside the Atos Group

- President of the German Association of the Automotive Industry (VDA) (Germany)
- Member of the Presidential Council of DEKRA SE (Germany)
- Member of the board of trustees of RAG-Stiftung (Germany)
- Member of the advisory board of IKB DEUTSCHE INDUSTRIEBANK (Germany)
- Member of the advisory board of HSBC Continental Europe S.A. (Germany)

Other positions held during the last five years

Within the Atos Group

None

Outside the Atos Group

- Independent non-executive director of supervisory board and member of the audit committee of SIEMENS ENERGY AG** (Germany) (2020-2025)
- Member of the supervisory board of SIEMENS ENERGY management (Germany) (2020-2025)
- Member of supervisory board of Vonovia** (Germany) (2013-2025)

* Independent director.

** Listed company.

Censor

Mandy Metten served as an employee director of Atos SE from February 28, 2024. In accordance with legal and statutory provisions, her term of office ended at the end of the board of directors meeting of January 31, 2025, noting that the number of directors, the number and method of appointment of which are provided for in Articles L. 225-17 and L. 225-18 of the French commercial code, had become equal to eight.

On the recommendation of the nomination and governance committee, the board of directors, at its meeting held on January 31, 2025, decided to appoint Mandy Metten as censor. This appointment was ratified by the annual general meeting held on June 13, 2025, for a one-year term starting from that date. However, if she ceases to be employed by the company or by any of its affiliated entities, she shall be deemed to have automatically resigned from her duties, thereby terminating her mandate as a censor.

Mandy Metten, currently Head of human resources for Strategic Talent Leadership in the Benelux and Nordic countries, is a valuable asset to the board's work. Her skills and expertise are detailed in the biography below.

In accordance with the company's Articles of Association, the censors are invited to attend the meetings of the board of directors as observers and may be consulted by the board; they may, on the proposals submitted to them, and if they deem it appropriate, present observations to the general meetings. They must be convened to each meeting of the board of directors. The board of directors may entrust them with specific tasks. They may sit on the board's committees. The board of directors may decide to pay the censors a share of the overall remuneration allocated to it by the general meeting and authorize the reimbursement of expenses incurred by the censors in the interest of the company.

The censor is informed of the regulations relating to market abuse, and the measures for managing conflicts of interest, as defined in the board's internal rules and described in this chapter, apply to her.

Mandy Metten's biography is given below.



● ● Mandy METTEN

BIOGRAPHY - PROFESSIONAL EXPERIENCE

HR Manager strategic talent leadership Benelux & Nordics

Mandy Metten began her professional journey within the ATOS Group as an executive management Consultant specializing in Digital Transformation, Innovation, and Change from October 2007 to June 2014, during which she demonstrated expertise in critical strategic areas. In June 2014, she assumed the role of Manager of Atos Young Professionals, designing and overseeing a comprehensive 2-year development program for young professionals, providing development with training, mentoring and client exposure. As from November 2018, Mandy Metten served as Global Head of Group Campus Management, defining and implementing the Group campus strategy globally, including diversity and inclusion initiatives. Mandy Metten took additional responsibilities at Eviden in April 2023 as Head of Group Executives & Strategic Functions. Since April 2025, she holds the position of HR Manager strategic talent leadership Benelux & Nordics.

Mandy Metten was chairman of the works council of Atos from 2010 to 2015. She also served as the Dutch delegate on Atos Societas Europaea Council (SEC) from 2012 to January 2024 and was a member of the board participating committee (2017- January 2024). From August 2023, she became a Commissaris (member of the board of directors) for Atos Nederland, contributing to the company's governance.

Mandy Metten holds a master's degree in social and organizational Psychology. She completed a multi-level curriculum in Strategy, Economy, and Finance at the LeFebvre Institute.

Mandy Metten was a censor of Atos SE from January 2, 2024 to February 28, 2024, before becoming an employee director. Upon expiration of her term of office on January 31, 2025, she was reappointed censor, with this appointment ratified by the annual general meeting held on June 13, 2025.

DIRECTORSHIPS AND OTHER POSITIONS IN FRENCH AND FOREIGN COMPANIES

Other directorships and positions

Within the Atos Group

- Member of the board of Atos Netherlands

Outside the Atos Group

None

Other positions held during the last five years

Within the Atos Group

- Member of the board of Atos SE**
- Member of the SEC board committee of Atos SE**

Outside the Atos Group

None

Censor

Professional address:

Tour Aurore, 18 place des Reflets

92400 Courbevoie, France

Number of shares:

0*

Date of birth:

April 8, 1979

Nationality:

Dutch

Date of first appointment:

January 2, 2024

Term expires on:

Annual general meeting ruling on the accounts of the 2025 financial year

* The minimum shareholding requirement of 500 shares, as set out in the company's Articles of Association and the board internal rules, does not apply to censors.

** Listed company.

Diversity policy at board level

At its meeting held on December 17, 2025, the board of directors, upon the recommendation of the nomination and governance committee, reviewed its composition and approved the diversity policy applicable to its members.

In that respect, after carefully analyzing the board's membership with respect to such criteria as age, gender, skills, professional experience, nationality and independence, and in light of the evolution of the board composition over the past recent years, it set the objectives listed below. The following section presents diversity data as of December 17, 2025.

- **Age of directors:** The directors are between 51 and 75 years old, with an average age of 61. The board considered this average age to be satisfactory and decided to remain attentive to the statutory limit stipulating that no more than one-third of directors may be over the age of 70.
- **Gender diversity:** The board of directors is composed of 50% women (4 women out of 8 members)¹. The board acknowledged that this ratio is highly satisfactory and exceeds the legal requirement. It decided to continue ensuring compliance with this requirement in future director nomination processes.

The board acknowledged that the ratio is satisfactory and above the legal requirement and decided to closely monitor the legal requirement for gender diversity in the process of future appointments of directors.

- **Diversity of skills and professional experience:**
 - The board noted that the appointments, renewals, and ratifications made during fiscal year 2025 (see Section 4.2.3.10 for details on board changes in 2025) have strengthened the diversity of skills, professional backgrounds, and international experience represented on the board. New members bring recognized expertise in key areas such as technology and digital innovation, finance, corporate governance, environmental and social responsibility (ESG), and organizational and talent management (see the skills matrix presented in Section 4.2.3.1).

- The board also observed that this renewal dynamic, combined with the very high level of board independence, enhances the quality of strategic dialogue within the board and supports the Group's ongoing transformation.
- Consequently, the board concluded that the diversity of skills and experience is highly satisfactory for the Group's current needs, while emphasizing the importance of continuing to assess and adjust its composition to ensure it maintains the expertise and competencies required to support Atos's future success.
- **Nationality diversity:** 44% of directors are of non-French nationality, representing six different nationalities within the board. The board considered this ratio to be highly satisfactory and appropriate to reflect the Group's international scope.
- **Directors' independence:** 87.5% of directors (7 out of 8 members)² are independent. The board considered this level of independence to be satisfactory and decided to maintain a high ratio of independent directors, exceeding the recommendations of the AFEP-MEDEF Corporate Governance code.

Procedure for the selection and renewal of directors

The board of directors relies on the work of the nomination and governance committee to propose to the general meeting any new appointment or renewal of a director's term of office.

When considering the renewal of a term, the committee assesses the proposal by taking into account the board's overall composition, its diversity policy, as well as the participation and contribution of the director concerned to the work of the board.

With respect to the selection of future directors, the nomination and governance committee identifies and selects candidates through a rigorous and structured process, aligned with the Group's strategy and best corporate governance practices.

1) In accordance with the law, the director representing employees is not taken into account in determining the parity ratio on the Board of Directors. Furthermore, the censor is not taken into account when calculating the parity ratio.










2) In accordance with article 10.3 of the AFEP-MEDEF Code, the director representing employees is not taken into account in determining the percentage of independent members. Furthermore, the censor is not taken into account when calculating the percentage of independent members.

Selection Procedure

Definition of needs and desired profiles	<ul style="list-style-type: none"> • Identification of gaps in the board's composition based on an analysis of the objectives of the diversity policy defined by the board, including the skills matrix, and on comments and suggestions made by board members in response to the annual board evaluation questionnaire • Identification by the nomination and governance committee of potential candidates meeting the identified criteria, with the assistance of an external consultant if necessary
Review and shortlisting of candidates	<ul style="list-style-type: none"> • Shortlisting of candidates by the nomination and governance committee following an in-depth review of their skills, experience, professional background, independence, and ability to meet the commitments set out in the Atos SE directors' charter
Initial contact and expression of interest	<ul style="list-style-type: none"> • The chair or another member of the nomination and governance committee contacts the shortlisted candidates to assess their interest in being considered for appointment
Interviews and in-depth evaluation	<ul style="list-style-type: none"> • Shortlisted candidates who have confirmed their interest meet individually with each member of the nomination and governance committee and the chairman and chief executive officer • Candidates complete a questionnaire including formal statements committing to compliance with the board's internal rules. The committee then assesses the alignment of shortlisted profiles with the recommendations of the AFEP-MEDEF Corporate Governance code, particularly regarding independence, diversity, multiple directorships, and complementarity with existing board members
Recommendation and decision	<ul style="list-style-type: none"> • Following these interviews, the nomination and governance committee issues its recommendation to the board of directors • The board of directors then meets to decide on the candidate(s) and to propose their appointment to the general meeting

Directors' skills

The table below summarizes the skills of the members of the board of directors:

Directors' skills matrix		Philippe Salle	Laurent Collet-Billon	Surojit Chatterjee	Sujatha Chandrasekaran	Joanna Dziubak	Farès Louis	Françoise Mercadal-Delasalles	Jean-Jacques Morin	Hildegard Müller	Total (in number)	Total in (%)
												
Industry Expertise	Technologies	✓	✓	✓	✓		✓	✓	✓	✓	8	89%
	Cybersecurity	✓	✓	✓	✓		✓			✓	6	67%
	Services	✓	✓		✓	✓	✓		✓	✓	7	78%
Technical Expertise	Strategy/Growth	✓	✓	✓	✓	✓		✓	✓	✓	8	89%
	Leadership	✓	✓	✓	✓	✓		✓	✓	✓	8	89%
	Governance	✓	✓		✓	✓	✓	✓	✓	✓	8	89%
	Finance	✓	✓	✓	✓	✓		✓	✓		7	78%
	Risk Management		✓	✓	✓	✓		✓	✓	✓	7	78%
	CSR/Climate	✓						✓	✓	✓	5	56%
	Employees, HR, Communication	✓	✓		✓		✓	✓		✓	6	67%
International experience	(Europe, America, Asia, Africa/Middle East)	✓		✓	✓	✓	✓	✓	✓	8	89%	

Mandy Metten (censor) has expertise in technology, strong leadership skills, and experience in corporate social responsibility (CSR), complemented by an international background. She also has experience in the fields of services, industry, strategy, and technical growth. These skills are not included in the skills matrix above.

Financial and Accounting Expertise

Section 4.2.4.3 provides detailed information on the education and professional experience of the members of the audit committee, demonstrating their experience and expertise in these areas.

Corporate Social Responsibility (CSR) and Climate Expertise

The chairman and chief executive officer, together with the board of directors and with the support of the CSR committee, ensure that the Group has the necessary expertise to oversee material sustainability issues. To achieve this, they rely on significant internal expertise, drawing on internal specialists for in-depth insights. The board and executive management may also engage external experts on specialized topics to incorporate industry best practices and organize targeted training programs for directors.

In particular, a training session on the new CSR regulatory landscape, (in particular the European directive on the disclosure of sustainability information by companies ("CSRD Directive"), was held in July 2025, led by recognized

experts, to strengthen the board's capabilities in this critical area.

Finally, when reviewing its composition, the board of directors, acting on the basis of the results of the dual materiality assessment, ensures that it is in line with the skills and expertise required to support the Group's material sustainable development challenges. Particular attention will be paid to the Group's sustainable development challenges when additional skills are required.

The skills and experience of Françoise Mercadal-Delasalles, Farès Louis, Jean-Jacques Morin and Hildegard Müller (members of the CSR committee) in CSR and climate matters are analyzed in Section 4.2.4.6 on the CSR committee. Regarding Philippe Salle's skills in this field, he has developed in-depth expertise in the challenges of sustainable industrial transformation. His past positions (notably with Emeria and Viridien (formerly CCG, a major player in services and technologies applied to the energy transition) also testify to his ability to integrate environmental, social and governance (ESG) criteria into corporate strategies. His career path, which has led him to manage groups operating in sectors sensitive to climate and energy issues, gives him invaluable strategic insight into decarbonization, technological innovation in the service of the environment and responsible governance models. He brings to Atos recognized expertise in sustainable transition and the integration of CSR issues into corporate strategies.

Executive and non-executive members of the board of directors

ESRS 2 - GOV-1

The board of directors comprises one executive member (Philippe Salle, as chairman and chief executive officer) and eight non-executive members.

4.2.3.2 Directors' independence

Definition of an independent director

Recommendations of the AFEP-MEDEF code

The AFEP-MEDEF code defines as independent, a director when "he or she has no relationship of any kind whatsoever with the corporation, its Group or its management that may interfere with his or her freedom of judgment". The AFEP-MEDEF code, adopted by the board as reference code, also provides for a certain number of criteria that must be reviewed in order to determine the independence of a director:

Criterion 1	Not to be and not to have been within the previous five years: <ul style="list-style-type: none"> • an employee or executive officer of the corporation; • an employee, executive officer or director of a company consolidated within the corporation; • an employee, executive officer or director of the company's parent company or a company consolidated within this parent company.
Criterion 2	Not to be an executive officer of a company in which the Corporation holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the corporation (currently in office or having held such office within the last five years) holds a directorship.
Criterion 3*	Not to be a customer, supplier, commercial banker, investment banker or consultant: <ul style="list-style-type: none"> • that is significant to the corporation or its Group; • or for which the corporation or its Group represents a significant portion of its activities. <p>The evaluation of the significance or otherwise of the relationship with the company or its Group must be debated by the board and the quantitative and qualitative criteria that led to this evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the report on corporate governance.</p>
Criterion 4	Not to be related by close family ties to a corporate officer.
Criterion 5	Not to have been an auditor of the corporation within the previous 5 years.
Criterion 6	Not to have been a director of the corporation for more than 12 years. Loss of the status of independent director occurs on the date of the 12 th anniversary.
Criterion 7	A non-executive officer cannot be considered independent if they receive a variable compensation in cash or in the form of securities or any compensation linked to the performance of the corporation or Group.
Criterion 8	Directors representing major shareholders of the corporation or its parent company may be considered independent, provided these shareholders do not take part in the control of the corporation. Nevertheless, beyond a 10% threshold in capital or voting rights, the board of directors, upon a report from the nomination and governance committee, should systematically review the qualification of a director as independent in the light of the composition of the corporation's share capital and the existence of a potential conflict of interest.

*As recommended by the AFEP-MEDEF code, as part of the assessment of how significant the relationship with the company or its Group is (Criterion 3), the board of directors at its meeting held on December 17, 2025, on the recommendation of the nomination and governance committee, retained the same criteria as those used in the previous year:

- a quantitative criterion, being the consolidated turnover of 1% performed by the company with a Group within which an Atos director exercises a function and/or holds a mandate. This criterion was set on the basis of the specificities of the Atos Group activity, in particular the rigorous procedures related to answers to bidding processes;
- qualitative criteria, i.e.: (i) the duration and continuity of the business relationship (seniority of the relationship or impact of potential contract renewals, etc.), (ii) the importance or intensity of the relationship (potential economic dependency), and (iii) the structure of the relationship (director free of any interest, etc.).

Review of the directors' independence

In accordance with the AFEP-MEDEF code requirements and the board internal rules, the qualification of an independent director is (i) discussed annually by the nomination and governance committee and, upon its proposal, examined annually on a case-by-case basis by the board and (ii) discussed at each appointment of a new director and when directors' terms of office are renewed.

On December 17, 2025, a detailed annual assessment of independence was carried out for the current directors. The findings of these assessments of the directors' independence are summarized in the table below:

	Philippe Salle	Laurent Collet-Billon	Sujatha (Suja) Chandrasekaran	Surojit Chatterjee	Joanna Dziubak	Farès Louis*	Françoise Mercadal-Delasalles	Jean-Jacques Morin	Hildegard Müller
Criterion 1	✘	●	●	●	●	N/A	●	●	●
Criterion 2	●	●	●	●	●	N/A	●	●	●
Criterion 3	●	●	●	●	●	N/A	●	●	●
Criterion 4	●	●	●	●	●	N/A	●	●	●
Criterion 5	●	●	●	●	●	N/A	●	●	●
Criterion 6	●	●	●	●	●	N/A	●	●	●
Criterion 7	●	●	●	●	●	N/A	●	●	●
Criterion 8	●	●	●	●	●	N/A	●	●	●
Independence	NO	YES	YES	YES	YES	N/A	YES	YES	YES

In this table, ● represents an independence criterion that is satisfied and ✘ represents an independence criterion that is not satisfied.

* Employee director. As per article 10.3 of the AFEP-MEDEF code, employee directors are not taken into account for the ratios of independent directors.

1 director was not considered as independent • Philippe Salle in his capacity as an executive corporate officer.

7 directors were considered as independent • Laurent Collet-Billon, Joanna Dziubak and Surojit Chatterjee were considered as independent in the absence of any of the criteria.
• 4 directors who hold offices or functions in companies having business relations with the company could nevertheless be considered as independent, given the low level of sales, below the 1% threshold set by the board, generated by Atos with all these companies on the one hand, and by these companies with Atos on the other: Sujatha (Suja) Chandrasekaran, Françoise Mercadal-Delasalles, Jean-Jacques Morin and Hildegard Müller.

Consequently, seven directors out of eight (i.e., 87.5%) completely satisfied the independence criteria, and were therefore considered to be independent directors. In

compliance with the recommendations of the AFEP-MEDEF code, Farès Louis, employee director, is not included in calculating that proportion.

4.2.3.3 Employee's participation at board level

Employee director

The board of directors of Atos SE includes an employee director within the meaning of Article L.225-27-1 of the French commercial code, appointed in accordance with the procedure set out in the Articles of Association. In accordance with the "PACTE" law, the company has submitted to the annual general meeting held in 2020 an amendment to the Articles of Association aimed at lowering the threshold triggering the appointment of a second employee director from 12 to 8 directors.

In accordance with legal and statutory provisions, Mandy Metten's term of office expired at the end of the board meeting of January 31, 2025 at which it was determined that the number of directors whose number and method of appointment are provided for in Articles L. 225-17 and L. 225-18 of the French commercial code is equal to or less than eight.

The employee director is expressly designated as a member of the board in the board internal rules. In that respect, he fully participates in the meetings and deliberations of the board. He has the same rights and obligations as any other directors, in particular of confidentiality, save for the obligation to hold at least 500 shares of the company.

Director representing employee shareholders

Noting that the threshold of 3% of the company's share capital held by employees of the company and its affiliates within the meaning of Article L. 225-180 of the French commercial code had been crossed downwards, and consequently that Article L. 225-23 of the French commercial code requiring the appointment of a director representing employee shareholders no longer applied, the term of office of Katrina Hopkins expired at the close of the annual general meeting of January 31, 2025, in accordance with article 16.2 of the company's Articles of Association.

At the date of this Universal Registration Document, the Atos SE board of directors does not include any directors representing employee shareholders.

4.2.3.4 Directors' training

Induction Program for New directors

Newly appointed directors receive the company's governance documentation, including the Articles of Association, the board of directors' internal rules and its appendices (Atos director charter, Ring-Fencing measures, and stock market code of conduct).

In line with the recommendations of the AFEP-MEDEF code, a comprehensive induction program is offered to newly appointed directors to familiarize them with Atos' core principles and business activities. The program includes an agenda with dedicated sessions on governance, finance and risk, artificial intelligence, CSR, and diversity. Directors actively participated in these sessions, which took place throughout the year and were presented by members of executive management.

Ongoing director Training

Specific external training sessions are occasionally organized for directors. During fiscal year 2025, a training session on the new CSR regulatory landscape, (in particular the European directive on the disclosure of sustainability information by companies ("CSRD Directive")), led by recognized experts, was held in July to strengthen the board's capabilities in this critical area.

4.2.3.5 Shareholding obligation

Pursuant to the Articles of Association, each director must own at least 500 shares. This requirement does not apply, however, to the employee director or to the censor.

4.2.3.6 Declarations related to the members of the board of directors and Senior executive officers

To the best of the company's knowledge, there have been no official public incrimination and/or sanctions taken by statutory or regulatory authorities (including designated professional organisms) against any of the members of the board of directors or senior executive officers. No court has, over the course of the past five years at least, prevented the members of the board of directors or senior executive officers from acting as member of an administrative,

Employee participation system and participatory committee

Pursuant to an agreement dated December 14, 2012, the company has implemented a scheme of participation of employees through the creation of the European company Council of Atos SE and the designation, among the members of this council, or within Atos' employees, of a participative committee composed of up to four persons, which meets with members of the board of directors and discusses on topics on the agenda of Atos SE's board meetings. Once a year, the participative committee is invited to a plenary meeting of the board of directors corresponding to the session on the review of compliance practices of the company with rules of corporate governance. This meeting was held on November 27, 2025.

As part of this ongoing approach and the Group's commitment to further developing directors' skills in key strategic technology areas, a visit to the Bezons Innovation Center will be organized in March 2026. This visit is specifically aimed at strengthening the board of directors' understanding of artificial intelligence and cybersecurity. On this occasion, directors will have the opportunity to discover, through practical demonstrations and presentations led by internal Group experts, the Group's activities, solutions and innovations, in particular in the fields of AI & Agentic, sovereignty, information systems protection, cyber risk management and advanced technology architectures. Contributions from the Group's chief technology officer, as well as AI and Agentic, cybersecurity and digital technology experts, will further enrich these discussions. The Group's internal centers of excellence such as Scaler (co-innovation with high-level startups), Future Makers (foresight and technology), and the Innolab initiative (proximity-driven innovation) will complement this experience. The objective of this visit is both to showcase the Group's expertise and technological excellence, and to provide directors with high-level training fully aligned with current and future challenges.

Finally, the employee director benefits, in accordance with the law, from additional training, the content of which is determined annually by the board of directors after consultation with the director concerned.

managing or supervisory body of an issuer or from participating in the management or oversight of an issuer's business. No board member or senior executive officers has been convicted for fraud over the past five years at least. No board member or senior executive officers has taken part as senior manager in a bankruptcy, receivership or liquidation over the past five years.

4.2.3.7 Potential conflict of interest and agreements

Each year a review of independence is conducted under the supervision of the nomination and governance committee. At their appointment and annually, directors and senior executive officers are also required to issue a statement to the company regarding the existence or absence, to their knowledge, of any conflicts of interest. The following developments are based on these annual reviews.

The board internal rules contain specific provisions relating to the identification and management of conflicts of interest, including specific Ring-Fencing measures (refer to section 4.2.3.8 for more details).

To the best of the company's knowledge, there is no conflict of interest between the duties to the company of directors and senior executive officers and their private interests and/or other duties.

To the company's knowledge, there are no existing service agreements between the members of the board of directors, senior executive officers and Atos SE or one of its subsidiaries which would provide for benefits.

To the best of the company's knowledge there are no arrangements, or any type of agreement with the shareholders, creditors, clients, service providers or others by which one of the members of the board of directors or

senior executive officer was selected as member of an administrative, managing or supervisory body or as a member of the general management of the company.

To the best of the company's knowledge, there are no family relationships between any executive senior officers and directors of the company.

Finally, to the best of the company's knowledge, there are no restrictions accepted by the members of the board of directors or senior executive officers concerning the sale of their potential shareholding in the company's share capital, with the exception of:

- a 180-day retention undertaking given by Philippe Salle as part of his commitment to subscribe to Atos SE's capital increase with preferential subscription rights for 2,432,432,432 new shares at a unit price of 0.0037 euro per share (before the reverse stock split), representing an investment of 9 million made on December 10, 2024 (this undertaking having therefore expired in June 2025); and
- the provision of the Articles of Association under which each director, save for the employee director, must own at least 500 shares of the company, and the retention obligations defined by the board of directors for the senior executive officers of the company.

4.2.3.8 Provisions relating to conflicts of interest in the board of directors' internal rules

Board of directors' internal rules

The board of directors of Atos SE has approved internal rules governing the work of the board. The internal rules specify the regulations regarding the composition, functioning, and role of the board, directors' remuneration, evaluation of the board's work, provision of information to directors, the role, responsibilities, and operating rules of the board's committees, the duties of the chairman of the board, specific assignments that may be entrusted to a director, and directors' confidentiality obligations.

The internal rules include, as schedules, a director charter, Ring Fencing measures and a stock market code of conduct.

In 2025, the board's internal rules were updated as follows:

- at the meeting of January 30, 2025, to reflect the terms of the Governance Principles Agreement (see Section 4.2.1.2 for details), to strengthen the powers and resources of the lead independent director (see Section 4.2.2 for details), and to take into account applicable legal provisions;
- at the meeting of July 31, 2025, to expand the responsibilities of the audit committee and to reflect its duties in risk and compliance matters;
- at the meeting of December 17, 2025, to revise the "Guide to the Prevention of Insider Trading" annexed to the internal rules, now renamed the "stock market code of conduct".

The board's internal rules are available on the company's website at atosgroup.com.

Acceptance of new corporate mandates

In accordance with the internal rules, the chairman and chief executive officer (and, where applicable, the chairman of the board, the chief executive officer, and any deputy chief executive officer) must seek the board's opinion before accepting a new corporate mandate in a listed company, whether French or foreign, outside the Group.

Conflicts of interest

Pursuant to the board internal rules, a director undertakes to strictly avoid any conflict that may exist between his or her own moral and material interests and those of the company. Directors must inform the chairman of the board of directors of any conflict of interest, even a potential one, within which he or she may be directly or indirectly involved. In the case where he or she cannot avoid having a conflict of interest, he or she must abstain from participating in discussions and decisions on such matter, and the chairman may request him or her not to attend the deliberations. A conflict of interest arises when a director or a member of his or her family could personally benefit from the way the company's business is conducted, or could maintain a relationship of any kind with the company, its affiliates or its management that could compromise the director's judgment (particularly as a client, supplier, business banker, legal representative).

Ring fencing

Pursuant to the board internal rules (article 7 and Schedule 2), board members linked to a competing company¹ shall not:

- have access to Atos SE's strategic or commercially sensitive information on competing markets;
- participating in meetings at which such information is discussed.

In addition, if the board of directors is called upon to consider a proposed transaction involving Atos Group activities in competition with those carried out by one of its shareholders, the director(s) appointed on the proposal of or representing the said shareholder may not, in principle, attend the debate or vote on the related resolution. The chairman of the board of directors, after consulting the nomination and governance committee,

may lift this restriction if he/she has obtained guarantees from the relevant shareholder that it has no conflict of interests in the proposed transaction (e.g., that the relevant shareholder is not involved in the proposed transaction).

Trading during closed periods

Pursuant to Atos' stock market code of conduct, Atos' directors, senior executive officers and a list of designated employees who are likely to have access on a regular or occasional basis to privileged information are required not to trade in Atos SE securities, whether directly or indirectly, during any "closed period", which extends over a period of six weeks prior to the publication of Atos SE annual financial statements, 30 days preceding the publication of Atos SE half year financial statements, and 15 days prior to the publication of Atos SE financial information for the first and third quarters.

4.2.3.9 Board of directors' internal charter on related-party and "free" agreements

The board of directors adopted an internal charter on related-party and "free" agreements, which it updated at its meeting on March 4, 2025, to continue improving the internal monitoring and oversight process for these agreements.

Considering the organization of the Atos Group and, in particular, the principle of segregation of duties of its internal control system, the internal charter sets up a procedure involving both the Group Legal department and the Group Internal Control department whereby:

- the Group Legal department is in charge of qualifying the agreements either as related-party agreements or as "free" agreements, and of supervising the authorization procedure for related-party agreements; and
- the Group Internal Control department is in charge of regularly assessing whether agreements relating to ordinary transactions entered into under normal conditions do indeed meet these conditions. It communicates the results of its work to the audit committee.

¹) Competing company refers cumulatively to (i) any company which is directly involved in one or more product or service markets in which the Atos Group is involved and (ii) any company belonging to the same "company", within the meaning of competition law, as the latter.

4.2.3.10 Evolution of the composition of the board of directors and its committees

Instance	Departure	Nomination	Renewal
Board of directors	<ul style="list-style-type: none"> • Astrid Stange 01/31/2025 • Alain Crozier 01/31/2025 • Monika Maurer 01/31/2025 • Jean-Pierre Mustier* 01/31/2025 • Katrina Hopkins 01/31/2025 • Mandy Metten⁽¹⁾ 06/13/2025 • Elizabeth Tinkham 	<ul style="list-style-type: none"> • Joanna Dziubak 01/31/2025 • Hildegard Müller 06/13/2025 • Surojit Chatterjee 	<ul style="list-style-type: none"> • Sujatha Chandrasekaran 01/31/2025 • Françoise Mercadal-Delasalles 06/13/2025 • Jean-Jacques Morin 06/13/2025
Audit committee	<ul style="list-style-type: none"> • Astrid Stange 01/31/2025 	<ul style="list-style-type: none"> • Sujatha Chandrasekaran 01/31/2025 • Joanna Dziubak 	
Nomination and governance committee	<ul style="list-style-type: none"> • Laurent Collet-Billon 01/31/2025 • Katrina Hopkins 01/31/2025 • Elizabeth Tinkham* 06/13/2025 • Sujatha Chandrasekaran 06/13/2025 	<ul style="list-style-type: none"> • Joanna Dziubak 01/31/2025 • Farès Louis 06/13/2025 • Laurent Collet-Billon** 06/13/2025 • Surojit Chatterjee 	
Remuneration committee	<ul style="list-style-type: none"> • Astrid Stange* 01/31/2025 • Mandy Metten 01/31/2025 • Laurent Collet-Billon* 06/13/2025 	<ul style="list-style-type: none"> • Laurent Collet-Billon* 01/31/2025 • Hildegard Müller 01/31/2025 • Farès Louis 06/13/2025 • Sujatha Chandrasekaran** 	
CSR committee	<ul style="list-style-type: none"> • Monika Maurer 01/31/2025 	<ul style="list-style-type: none"> • Hildegard Müller 01/31/2025 • Farès Louis 01/31/2025 • Jean-Jacques Morin 12/17/2025 	

1. As of February 28, 2024, Mandy Metten was appointed as an employee director pursuant to Article 16.1 of the Articles of Association of Atos SE. On January 31, 2025, in accordance with Article 16.1, paragraph 5, of the company's Articles of Association, and after noting that the number of directors stood at eight, the board of directors recorded the end of Mandy Metten's term of office as employee representative director. At the same meeting, the board decided to appoint her as a non-voting member, a nomination that was subsequently ratified by the general meeting held on June 13, 2025.

* Former chair.

** Current chair.

In accordance with Article 15 of the AFEP-MEDEF code, the company ensures that the timing of terms of office is structured in such a way as to avoid wholesale renewal and to promote the smooth and balanced renewal of board members.

The terms of office of Philippe Salle and Laurent Collet-Billon as directors, and of Mandy Metten as censor, will expire at the conclusion of the next annual general

meeting, which will rule on the financial statements for the 2025 fiscal year.

In addition, the board will take note of the expiration of the term of office of Farès Louis as employee director. In accordance with the company's Articles of Association, the most representative trade union within the French entities of the Atos Group, will appoint his successor.

4.2.4 Operation of the board of directors and its committees

4.2.4.1 Attendance to the meetings of the board of directors and its committees in 2025

● ● Individual attendance

	Philippe Salle	Laurent Collet-Billon	Sujatha (Suja) Chandrasekaran	Surojit Chatterjee	Alain Crozier	Joanna Dziubak	Katrina Hopkins	Farès Louis	Monika Maurer	Françoise Mercadal-Delasalles	Mandy Metten	Jean-Jacques Morin	Jean-Pierre Mustier	Hildegard Müller	Astrid Strange	Elizabeth Tinkham
Board of directors	100%	100%	100%	77.78%	50%	100%	100%	100%	100%	94.74%	100%	89.47%	100%	100%	0%	100%
Audit committee	N/A	100%	100%	N/A	N/A	100%	N/A	N/A	N/A	N/A	N/A	100%	N/A	N/A	N/A	N/A
Nomination and governance committee	N/A	100%	100%	50%	N/A	100%	100%	100%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	100%
Remuneration committee	N/A	100%	100%	N/A	N/A	N/A	N/A	100%	N/A	100%	N/A	N/A	N/A	100%	N/A	N/A
CSR committee	N/A	N/A	N/A	N/A	N/A	N/A	N/A	100%	N/A	100%	N/A	N/A	N/A	83.33%	N/A	N/A

● ● Global attendance rate

Board of directors	Audit committee	Nomination and governance committee	Remuneration committee	CSR committee
95.90%	100%	95.83%	100%	94.44%

4.2.4.2 Board of directors' activity

Mission

The mission of the board of directors is to determine the strategy and trends of the company's activity and to oversee their implementation. The board of directors endeavors to promote long-term value creation by the company by considering the social and environmental aspects of its activities. It regularly reviews, in relation to the strategy it has defined, the opportunity and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly. In particular, as far as sustainability matters are concerned, the board of directors oversees the impacts, risks and opportunities identified by the company and the setting of targets related to these material impacts, risks and opportunities, and monitors progress towards them.

In addition, the board of directors determines the organization of the company's executive management, appoints the corporate officers, sets any limitations on their powers, and annually assesses the independence of the directors. It issues the corporate governance report, convenes and sets the agenda of the general meetings, conducts such controls and verifications as it deems appropriate—including management oversight and the accuracy of the accounts—reviews and approves the financial statements, communicates with shareholders, and monitors the quality of the information provided to the financial markets.

Operating rules

Pursuant to the board internal rules, the board of directors meets at least (i) once a month for the first 24 months following the effective date of the financial restructuring (i.e. December 18, 2024), then (ii) once every two months for the following 12 months, and (iii) once every quarter thereafter.

The directors may attend board of directors' meetings by videoconference or conference call. The decisions of the board of directors may be taken by written consultation of the directors in accordance with the legal and regulatory provisions in force and under the conditions set out in Article 18 of the company's Articles of Association. The meetings of the board of directors follow the agenda determined by the chairman and communicated to the directors. Whenever possible, the necessary documents and elements are sent to the directors with the agenda. The board of directors appoints, determining his or her term of office, a secretary who may be chosen from among the directors or from outside. The directors have the option of being represented at meetings of the board of directors by another director. Each director may only represent one of the other directors during the same board of directors. The board of directors may only deliberate validly if at least half of its members are present. Decisions are passed by a majority of members present or represented, or by a two-thirds majority for decisions covered by Article 3.2.2 of the internal rules. If the votes are split, the chairman of the session casts the deciding vote.

Executive Sessions

The board of directors' internal rules provide for the organization of at least one meeting each year held without the presence of the executive corporate officers. In practice, "executive sessions" are scheduled as items on the agenda at the end of several board meetings, without necessarily having a specific topic set in advance. As needed, directors hold these executive sessions without the presence of management (the chairman and chief executive officer and senior executives).

During the 2025 financial year, four executive sessions were held following meetings of the board of directors, notably to discuss the functioning of the company's governing bodies, the board's evaluation, and succession-related matters. The audit committee also held executive sessions following its meetings, during which sensitive financial matters were discussed, including strategic transactions, risks and litigation, crisis management, the evaluation of management teams, and outstanding matters with the statutory auditors.

In addition, executive sessions without the presence of the executive corporate officers may also be held during a board meeting. In particular, the chairman and chief executive officer leaves the meeting when the board examines (deliberates and votes on) matters relating to the assessment of his performance, the determination of his variable compensation, governance issues, or the granting of long-term incentive instruments.

Activities in 2025

During the 2025 financial year, the board of directors held 17 meetings. In accordance with the provisions of the board's internal rules and the Governance Principles Agreement, which provide for at least one meeting per month (see section 4.2.1.2), this number of meetings allowed the board to review, on a regular and timely basis, both routine and exceptional events affecting the Group. This included the review of the "Genesis" strategic and transformation plan and contemplated or decided divestment projects, notably the sale of Atos's strategic "Advanced Computing" activities to the French State.

The overall attendance rate of directors at meetings averaged 95.9% (see section 4.2.4.1 for details on individual attendance).

The board of directors met to discuss, in particular, the following matters:

Financial Information and Management:

- review and approval of the 2024 annual and consolidated financial statements, and the consolidated accounts for the first half of 2025, following reports from the audit committee and the Statutory Auditors;
- review of financial information, quarterly reports, and forward-looking information;
- approval of the management report and other reports to shareholders;

- proposal regarding the allocation of the 2024 net income;
- review of the Group's dividend policy;
- regular review of the Group's financial situation: debt, financing, liquidity, and credit rating;
- review of the 2026 budget;
- review of presentations, press releases, and monitoring of Atos's financial communication;
- approval of parent company guarantees and review of off-balance sheet commitments;
- examination of renewals of financial delegations to executive management;
- selection process for a new co-statutory auditor to propose to the general meeting approving the 2025 accounts, replacing Grant Thornton whose mandate expires.

Strategy and Operations:

- review and implementation of the "Genesis" strategic and transformation plan, announced during the Capital Markets Day on May 14, 2025; regular updates on the implementation of the plan's various pillars;
- regular updates on market developments, notable macroeconomic factors, and the Group's relative positioning;
- monitoring of divestment projects, including the proposed sale of "Advanced Computing" activities (excluding Vision AI) to the French State; regular updates on the progress of discussions;
- regular presentations from Group executive committee members on their respective areas of responsibility;
- review and monitoring of the Group's legal entity simplification and rationalization project;
- monitoring of Atos's stock performance; approval of the share consolidation effective April 24, 2025, aimed at restoring a customary number of shares, reducing share price volatility, and supporting renewed market momentum.

Risks and compliance:

- review and monitoring of significant financial and non-financial risks facing the Group and contracts involving significant risks, notably based on risk maps prepared by the company; examination of procedures for assessing and managing these risks;
- review of recommendations from internal audit assignments;
- regular updates on major ongoing litigation;
- annual compliance review for 2025 and follow-up on 2024 compliance alerts; monitoring of actions implemented as part of the anti-corruption risk mapping exercise.

Compensation:

- determination of 2024 compensation, particularly in relation to achievement of the chairman and chief executive officer's variable performance criteria;
- definition of the compensation policy for directors and the statutory auditor for 2025;
- definition of the compensation policy applicable to the chairman and chief executive officer for 2025;
- setting objectives for the variable component of the chairman and chief executive officer's 2025 remuneration;
- review of remuneration for any individual whose gross annual compensation exceeds €800,000;
- validation of partial achievement of performance conditions under the May 18, 2022 performance share plan;
- approval of a performance share plan for 2025–2028 for executive corporate officers, employees, and senior executives of the Group;
- review of the impact of the share consolidation on long-term incentive plans.

Corporate Social Responsibility (CSR):

- annual review of results related to the implementation of the Group's 2024 CSR strategy;
- review of the 2024 Sustainability Report;
- review of the key Compliance highlights in 2024;
- review and monitoring of the evolving CSR regulatory landscape (CSRD, Taxonomy) and initiatives implemented to align with sustainability reporting requirements;
- review of the key CSR messages presented during the Capital Market Day;
- review of the update of the double materiality assessment conducted in accordance with ESRS requirements and its results; review and update of the list of impacts, risks, and opportunities (IROs);
- monitoring of the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification;
- validation of the Group's decarbonization strategy and transition plan;
- annual review of Atos's diversity policy and follow-up on results achieved in the previous fiscal year.

Governance:

- General meeting:
 - preparation of the general meeting held on January 31, 2025, to approve the 2023 annual accounts;
 - convening and preparation of the general meeting held on June 13, 2025, to approve the 2024 annual accounts;
 - adoption of management reports and the corporate governance report for the 2023 and 2024 fiscal years;
 - definition of the agenda and adoption of draft resolutions, with detailed review of governance-related resolutions;
 - preparation of responses to shareholders' written questions.
- Corporate governance of the company:
 - preparation of the annual general meeting to approve the 2023 financial statements, held on January 31, 2025; review of responses to shareholders' written questions;
 - convening and preparation of the annual general meeting to approve the 2024 financial statements, held on June 13, 2025; review and approval of the board's report to the AGM and draft resolutions.
- Governance documentation:
 - review and approval of the 2024 Universal Registration Document, including the corporate governance report;
 - annual review of regulated agreements authorized in previous fiscal years and update of the procedure for qualifying agreements relating to ordinary transactions concluded on normal terms;
 - amendments to the board of directors' internal rules;
 - update of the company's delegation of authority policy (internal and external).

The board regularly received reports from the Statutory Auditors and its four permanent committees.

The committees are governed by the board of directors' internal rules. Their role is purely advisory, aimed solely at preparing the work of the board, which remains the sole decision-making and responsible body. The committees report on their work to the board. Their recommendations are thoroughly discussed in sessions, where appropriate based on the documentation provided by the committees.

The following section details, committee by committee, the work carried out during the 2025 fiscal year.

4.2.4.3 The audit committee's activity

Composition

The audit committee is composed of four members, 100% of whom are independent (including its chair).

By virtue of their education and professional experience, each committee member has considerable experience and high-level expertise in financial and accounting matters (see biographies in section 4.2.3.1).

The audit committee is chaired by Jean-Jacques Morin who started his career with Deloitte where he spent five years in auditing and consulting. With over two decades of experience, including multiple roles as CFO of Alstom and Accor, Jean-Jacques Morin has a profound expertise in finance and fully handles intricate financial environments. From 2016 to 2020, he was a member of the audit committee of Orbis. He also chaired the Finance and audit committee of Vallourec (listed of Euronext Paris) from 2018 to 2021. In his current position as deputy CEO of the Accor Group and chief executive officer of the Premium, Midscale & Economy Division, Jean-Jacques Morin continues to showcase his broad range of experience and leadership in the financial sector.

Member of the audit committee, Sujatha (Suja) Chandrasekaran has developed expertise in financial governance and risk management through her directorships of listed companies such as American Eagle Outfitters, Brenntag SE and Cardinal Health. Her management experience at CommonSpirit Health, Kimberly-Clark and Walmart led her to oversee strategic technology investments, contributing to the financial performance of these organizations. Her role on several supervisory boards gives her a solid understanding of internal control, regulatory compliance and audit requirements.

Laurent Collet-Billon is also a member of the audit committee and possesses extensive expertise in financial matters, and risk management, cultivated through his illustrious career at the Direction Générale de l'Armement (DGA). He has developed experience in financial oversight, strategic planning, and risk mitigation in the context of defense procurement and international cooperation. Laurent Collet-Billon's advisory roles at Alcatel-Lucent and Thales underscore his proficiency in navigating complex financial landscapes and ensuring regulatory compliance.

Finally, Joanna Dziubak, member of the audit committee, has in-depth expertise in corporate finance, investment and risk management, acquired during her career in the banking and private equity sectors. After starting out at Goldman Sachs in the M&A group in London, she was promoted to Managing director in the Principal Investment Area, where she managed private equity and mezzanine debt funds; she was also a partner and member of the investment committee at Park Square Capital. As a former member of the supervisory board of Groupe Caisse des Dépôts, she has developed expertise in financial supervision and internal control in regulated environments.

Mission

The audit committee prepares and facilitates the work of the board of directors within its fields of competence. For this purpose, it assists the board of directors in its analysis of the accuracy and sincerity of the accounting, financial, legal and sustainability information of the company and

shall ensure the quality of the internal control and risk management systems, and the information provided to the shareholders and to the markets. The committee formulates opinions and recommendations to the board of directors according to the following assignments received from the board:

With respect to the accounts:

- to monitor the financial reporting process, and submit recommendations or proposals to ensure integrity of the said process;
- to proceed with the prior examination of and give its opinion on the draft annual, half-yearly and, where applicable, quarterly company and consolidated accounts of the company prepared by the financial management;
- to examine the relevance and the permanence of the accounting principles and rules used to draw up the company and consolidated accounts of the company and to alert any failure to comply with these rules;
- to be presented with the evolution of the perimeter of consolidated companies and to receive, where applicable, any necessary explanations;
- to meet, whenever it deems necessary, the auditors, the general management, the financial, treasury and accounting management, Internal Audit or any other member of the management; these hearings may take place, when appropriate, without members of the general management being present;
- to examine, prior to their publication, the draft reports of activity, profit and loss accounts and all accounts (including provisional accounts) drawn up for the needs of specific, significant operations (such as contributions, mergers, payment of advances on dividends, etc.), and particularly those that may create a conflict of interest;
- to examine the financial documents distributed by the company upon approval of the annual accounts as well as the important financial documents and press releases before their publication and potentially give an assessment of such documents; and
- to inform the board of directors of the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the audit committee was in that process.

With respect to the external control of the company:

- to examine questions concerning either the appointment or renewal of the statutory auditors and, on the recommendation of the CSR committee, of the company's sustainability auditors;
- to monitor the conduct of the fulfilment of the mission entrusted to the statutory auditors;
- to approve the provision of any service assignment by the statutory auditors or by their network members for the benefit of the company or its subsidiaries, other than the certification of the accounts and the services required from the statutory auditors by the law. The committee bases its recommendations on the analysis of the risk to the independence of the statutory auditor(s) and on the safeguard measures applied by them;

- to be informed of the amounts of fees paid by the company and its Group to entities in the network to which the auditors belong and to ensure that the amount of such fees or the proportion they represent in their turnover is not likely to jeopardize the independence of the auditors;
- to ensure the rotation of the signatories to the accounts on behalf of the firms having a large network of auditors, as the case may be, and proper time sequence between the end dates of the mandates of the two statutory auditors; and
- to ensure that the statutory auditors comply with their independence requirements.

With respect to the company's internal control and the monitoring of risks and compliance:

- to assess, along with the persons responsible at Group level, the efficiency and the quality of the systems and procedures for internal control of the Group, to examine the significant off-balance sheet risks and commitments, to meet with the person responsible for Internal Audit, to give its opinion on the organization of the department and to be informed of its work program. The committee shall be provided with the Internal Auditor's reports or a periodic summary of these reports;
- to examine, along with those responsible for internal audit, the objectives and plans for intervention and action in the area of internal audit, the conclusions of such interventions, the actions, recommendations and follow-up that are given to them and the amount of fees requested, where applicable, apart from the presence of the members of senior management;
- to examine the methods and results of internal audit, and verify that the procedures used shall ensure that the accounts of the company reflect accurately the authenticity and reality of the company and are compliant with accounting rules;
- to assess the reliability of the systems and procedures that are used for establishing the accounts, as well as the methods and procedures for reporting and handling accounting and financial information;
- to examine the methods and procedures of reporting and handling accounting and financial information coming from the subsidiaries and/or operational units;
- to be informed by the general management, or by any other means, of any claims by third parties or any internal information revealing any criticism of the accounting documents or internal control procedures of the company, as well as of procedures implemented for this purpose and the remedies for such claims or criticisms.
- to entrust to internal audit any assignment that it deems necessary;
- to monitor the effectiveness of the Internal Audit of the procedures relating to the preparation and processing of financial and extra-financial accounting information;
- regularly review the financial situation and cash position;
- regularly review and examine, in particular based on the risk maps prepared by the company, significant commitments and risks, including financial, legal, and

operational risks, as well as contracts with significant risk exposure, and review the procedures established to assess and manage these risks;

- regularly review, and at least once a year, significant litigation; and
- ensure the implementation and effectiveness of the Group's compliance policies.

With respect to monitoring the sustainability reporting process:

- to monitor the sustainability reporting process and the performance of sustainability auditors in certifying sustainability reporting, in conjunction with the CSR committee.

Operating rules

Pursuant to the board internal rules, the audit committee members are provided, at the time of appointment, with information relating to the company's specific accounting, financial and operational features. The audit committee interviews the statutory auditors, the sustainability auditors and also the persons responsible for finance, accounting and treasury matters. The review of accounts by the audit committee should be accompanied by a presentation from the statutory auditors stressing the essential points not only of the results of the statutory audit, in particular the adjustments resulting from the audit and significant weaknesses in internal control identified during the auditor's works, but also of the accounting methods chosen. It should also be accompanied by the complementary report to the audit committee provided for by applicable law and a presentation from the chief financial officer describing the corporation's risk exposures including those of a social and environmental nature, and its material off-balance-sheet commitments. As far as Internal Audit and risk control are concerned, the audit committee interviews those responsible for the Internal Audit. It should be informed of the program for the Internal Audit and receive Internal Audit reports or a regular summary of those reports. The audit committee may use external experts as needed.

In 2025, the audit committee, in its operation, benefited from company's internal competences, in particular the Group chief financial officer, the Group general secretary, the Group General Counsel, the Group Head of Internal Audit, the Group Head of Bid Control and Business risk management, the Group Head of Investor Relations and Financial Communication, the statutory auditors who attended, as applicable and upon request from the audit committee chairman, meetings of the audit committee, and the sustainability auditors. All documentation presented to the audit committee was communicated to the audit committee by the Group chief financial officer several days prior to the meetings.

Regarding the process for preparing sustainability-related information and the performance of sustainability auditors in the context of the assurance of sustainability information, the audit committee relies on the preliminary work carried out in this area by the CSR committee. The allocation of responsibilities between the respective committees is described in Articles 9.3.4(b)(vi) and 9.3.3(b)(iv) of the board's internal rules. A joint meeting is held each year to discuss these matters.

Activities in 2025

During the 2025 financial year, the audit committee held 8 meetings, including one joint session with the CSR committee. The attendance rate of members at meetings was 100%.

The audit committee met to review, in particular, the following matters, in order to provide opinions and recommendations to the board of directors:

- review of accounting and financial documents prior to their submission to the board;
- review of key accounting positions and methods used;
- review of quarterly financial reports on Group performance, the 2024 consolidated financial statements, the 2025 half-year financial statements, and draft press releases, before their transmission to the board of directors;
- regular information on and review of the Group's cash position, liquidity, and financing needs; review of significant off-balance-sheet commitments;
- regular review, in particular based on the risk maps prepared by the company, of significant commitments and risks, including financial, legal, operational, social, and environmental risks, as well as contracts with significant risk exposure;
- review of the procedures established to assess and manage these risks;
- regular review of the status of claims, litigation, and provisions;
- annual review of cybersecurity, including the main associated risks, the organizational framework in place to manage them, and preventive and protective measures;
- review of summary reports on Internal Audit activities and conclusions of major assignments; regular updates on compliance matters;
- review of the work of the Statutory Auditors, including their interim and final reports on the annual and half-year financial statements, as well as reports on other work performed as part of their overall audit engagement;
- review of the independence of the Statutory Auditors and the breakdown of their fees;
- supervision of the process for appointing a new joint Statutory Auditor to be proposed to the annual general meeting approving the financial statements for the year ended December 31, 2025, in view of the expiration of Grant Thornton's mandate;
- review of relevant sections of the Universal Registration Document, particularly those relating to financial information, risk factors, and litigation;
- review of a draft update to the board's internal rules to expand the responsibilities of the audit committee and reflect its duties in risk and compliance matters.

4.2.4.4 The nomination and governance committee's activity

Composition

The nomination and governance committee is composed of four members, 100% of whom are independent (excluding employee director). The nomination and governance committee is chaired by an independent member and comprises one employee director.

Mission

The nomination and governance committee shall have the task of preparing and facilitating the decisions of the board of directors within its fields of competence according to the following assignments received from the board:

With respect to nominations:

- to research and examine, for the board of directors, any candidate for the appointment to the position of member of the board of directors or to a position of manager who holds a corporate mandate within the company;
- to formulate an opinion on these candidates and/or a recommendation to the board of directors, particularly taking into account the desired balance within the composition of the board of directors with regard to the composition and the evolution of the share ownership of the company and to assess the opportunities for the renewal of mandates;
- to organize a procedure designed to select future independent directors before approaching them (as described in Section 4.2.3.1);
- to review and issue recommendations regarding the succession plan for executive officers.

With respect to corporate governance:

- to review the implementation of best corporate governance standards by the board of directors;
- to supervise the annual evaluation of the works of the board;
- to examine major operations involving a risk of a conflict of interest between the company and the members of the board of directors;
- to prepare the work of the board of directors regarding the assessment of the independence of the board members;
- to answer, on an ad hoc basis, questions relating to the operation of the board.

Operating rules

The nomination and governance committee is subject to the same general operating rules as those applicable to the other board committees. The nomination and governance committee may use external experts as needed.

Activities in 2025

During the 2025 financial year, the nomination and governance committee held six meetings. The average attendance rate of members at these meetings was 95.83%.

The committee met to review, in particular, the following matters, in order to provide opinions and recommendations to the board of directors:

- identification of potential candidates and proposal for the appointment of new directors and the renewal of mandates at the annual general meeting, taking into account the diversity policy defined by the board;
- proposal for the appointment of a new lead independent director;
- proposal for the appointment of a censor to the board of directors;
- proposal for the composition of the board committees, reflecting changes in the board's composition;
- annual review of the board's composition in relation to the board's diversity policy and proposals regarding the board's diversity policy;
- individual review of (i) each director's independence and any actual or potential conflicts of interest (see Section 4.2.3.2 on directors' independence), (ii) the availability and participation of each director in board and committee meetings during the year, and (iii) their skills and expertise;
- review of the talent retention policy, particularly regarding women executives;
- proposal for the selection of an independent external consultant to review the functioning of the board and its committees in 2025, and preparation of the evaluation work; review of the results of the formal annual evaluation;
- review and recommendations regarding the succession plan for the chairman and chief executive officer;
- review of relevant sections of the Universal Registration Document, including the corporate governance report, particularly regarding governance information.

4.2.4.5 The remuneration committee's activity

Composition

The remuneration committee is composed of four members, 100% of whom are independent (excluding employee director). The remuneration committee is chaired by an independent member and comprises one employee director in accordance with the recommendations of the AFEP-MEDEF code.

Mission

The remuneration committee shall have the task of preparing and facilitating the decisions of the board of directors within its fields of competence according to the following assignments received from the board:

- to formulate proposals regarding the compensation of the chairman of the board and the senior executive officers (amount of the fixed compensation and definition of the rules governing the variable compensation, ensuring the consistency of these rules with the annual assessment of the performances and with the medium-term strategy of the company, as well as checking the annual application of such rules) and of the directors;
- to review and formulate recommendations to the board of directors regarding the annual compensation policy for senior corporate officers;
- to contribute to the preparation of the profit-sharing policy of the staff of the company and its subsidiaries. In particular, the remuneration committee's task is to formulate proposals regarding the decisions to grant options for the subscription and/or purchase of company shares, or company performance shares to the benefit of senior corporate officers and any or all employees of the company and its subsidiaries;
- to formulate proposals concerning the free allocation of existing shares or those to be issued under the authorizations given by the shareholders' general meeting. It shall propose names of those who shall benefit from the share allocations, the conditions (particularly the duration of the acquisition period and of the period during which the shares must be held) and the criteria of allocation of the shares (the position of the employee at the time of the definitive allocation, conditions of the individual performance or financial performance of the company, etc.);
- with respect to the members of the board of directors, to determine each year the total amount of the compensation which shall be submitted to the approval of the general meeting and the way in which such compensation shall be distributed among the members of the board of directors (and, as the case may be, the censor(s)), particularly taking into account the presence of the members at the board of directors meetings and the committees of which they are members, the level of liability incurred by the directors (and censor(s) where applicable) and the time devoted to their functions;
- to give its opinion prior to any proposal of an exceptional remuneration proposed by the board of directors in view of remunerating one of its members who shall have been assigned a special task or mandate in accordance with the provisions of Article L. 225-46 of the French commercial code;
- to make observations and/or recommendations related to the pension and insurance plans, payments in kind, various financial rights granted to corporate officers of the company and their subsidiaries.

Operating rules

The remuneration committee meets without the company's officers presence for the setting of the company's officers and the senior executive officers' compensation policy and the senior executive officers' related objectives as well as the assessment of the latter's performance on the occasion of the allocation of their variable compensation. The remuneration committee delivers an opinion to the board of directors on the performance of the senior executive officers. The senior executive officers are associated to the works of the remuneration committee relating to the long-term incentive policy related proposals for employees. The remuneration committee may use external experts as needed.

Activities in 2025

During the 2025 financial year, the remuneration committee held six meetings, including two joint sessions with the CSR committee. The attendance rate of members at these meetings was 100%.

The remuneration committee met to review, in particular, the following matters, in order to provide opinions and recommendations to the board of directors:

- proposals regarding the determination of remuneration for fiscal year 2024, particularly with respect to the achievement of performance criteria for the variable remuneration of the chief executive officer;
- proposal regarding the remuneration policy applicable to directors and the censor for 2025;
- proposal regarding the performance objectives linked to the variable component of the chairman and chief executive officer's remuneration for fiscal year 2025, based on the remuneration policy approved at the annual general meeting of January 31, 2025, and applicable to the chairman and chief executive officer for 2025;
- proposal regarding the remuneration policy applicable to the chairman and chief executive officer for 2026, including the determination of performance objectives associated with the variable component of their remuneration;
- proposals regarding the remuneration of any individual whose annual gross remuneration exceeds €800,000;
- review of the partial achievement of performance conditions applicable to the performance share plans dated May 18, 2022;
- review and proposals regarding the performance share plan for 2025-2028 for executive corporate officers and Group employees and senior managers;
- review of the impact of share consolidation on long-term incentive arrangements;
- review of relevant sections of the Universal Registration Document, including the corporate governance report, particularly regarding remuneration information.

4.2.4.6 The CSR committee's activity

Composition

The CSR committee is composed of four members, out of which 100% are independent (excluding the employee director). The CSR committee has been chaired by an independent director since December 2018. The meetings of the CSR committee are always open to the other members of the board.

Through their training and professional experience, each member of the committee has considerable experience and high-level expertise in corporate social responsibility (see biographies in section 4.2.3.1).

Françoise Mercadal-Delasalles has chaired the CSR committee since January 14, 2024. She has extensive financial experience, at the crossroads of senior public service and the private sector, and has solid expertise in digital technology. Particularly sensitive to the social issues of digital transformation and inclusion, she has been appointed co-president of the National Digital Council (Conseil National Numérique) and High Advisor (Haut Conseiller). Françoise Mercadal-Delasalles led Société Générale's digital transition project. She is responsible for the deployment of the 'Digital for All' program, which is based on an ambitious project to equip employees and a vast program to support the transformation and assimilation of digital technology. She is also co-founder and President of Auxo Dynamics, a digital platform for CSR that supports companies in their transition to sustainable business models, and helps with the management of reporting in accordance with the CSRD and SEC directives.

Farès Louis is a member of the CSR committee and brings to its work the perspective of employees, resulting from his current position within the Group as Business Developer, but also from his long experience as a staff representative both within trade unions and at the level of European and national works councils. A member of the board of directors since April 25, 2019, he has acquired solid expertise in governance.

Hildegard Müller is also a member of the CSR committee. She has extensive experience in management and governance within large organizations, particularly in the energy and industrial sectors. Her career, which includes positions in major companies such as Siemens Energy, Vonovia and DEKRA SE, demonstrates her expertise in strategic development and energy transition. As a member of Vonovia's Finance, Strategy and Sustainability committee and with her experience at the head of the BDEW (Bundesverband der Energie- und Wasserwirtschaft), she brings in-depth knowledge of CSR issues, particularly in terms of energy transition and sustainable infrastructure. She thus brings to the CSR committee a strategic vision and valuable expertise in sustainable development and responsible governance.

Jean-Jacques Morin is a member of the CSR committee, to which he brings strong financial and governance expertise acquired through an international career within major industrial and service groups. As deputy chief executive officer of Accor and chair of audit and accounts committees, he is already closely familiar with cross-cutting issues relating to extra-financial reporting,

sustainability information and related regulatory requirements. His role as chair of Atos' audit committee has already led him to work closely with the CSR committee on sustainability matters falling within the remit of the audit committee, thereby strengthening the consistency, quality and coordination of the work carried out by the two committees.

Mission

Within its relevant fields of competence, the CSR committee shall have the task of preparing and facilitating the work of the board of directors. The committee shall formulate all opinions and recommendations to the board of directors within the areas described here below. The committee shall particularly receive from the board of directors the following assignments:

- to review the Group's corporate social responsibility strategy, in all its dimensions including Environment, Social and Governance dimensions ("ESG"), and the rollout of the related initiatives;
- to review the Group's corporate social responsibility (ESG) commitments in light of the challenges specific to the Group's business and objectives;
- to evaluate the risks and opportunities with regard to the corporate social responsibility (ESG) performance;
- to review the corporate social responsibility (ESG) policies taking into account their impact in terms of economic performance;
- to review the summary of ratings awarded to the Group by rating agencies and in extra-financial analysis, and
- in support of the audit committee, and to allow the audit committee to perform its own duties in that context as described in article 9.3.3(b)(iv) of the board internal rules, to carry out preliminary works in order to monitor the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification, including:
 - to monitor the sustainability reporting process and the process used to determine the information to be published in this regard and where appropriate to make recommendation to ensure its integrity;
 - to monitor the effectiveness of internal control and risk management systems, as well as the internal audit where applicable, with regard to procedures relating to the preparation and processing of sustainability information;
 - to supervise the selection procedure for the sustainability auditors and to issue a recommendation to the audit committee on the sustainability auditors proposed for appointment by the annual general meeting, including the renewal of their term of office;
 - to monitor the performance by sustainability auditors of the mission to certify sustainability information;
 - to verify the compliance by the sustainability auditors with the conditions of independence prescribed by applicable regulations;

- to approve, within the framework authorized by the board of directors, the provision by the sustainability auditors, or members of their respective networks, of services other than the certification of sustainability information to the company and the companies that it controls directly and indirectly;
- to present to the audit committee (i) the company's draft sustainability report, and (ii) the report drawn up by the sustainability auditors, and make appropriate recommendations to the audit committee with respect to the conduct of the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification.

Based on these preliminary works carried out by the CSR committee, the audit committee issues a recommendation to the board of directors regarding the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification. A summary of the audit committee's conclusions and the related recommendation made to the board of directors is communicated to the CSR committee.

Operating rules

During the meetings of the CSR committee, the Head of Investor Relations and CSR jointly with the Group CSR Officer explains in depth the corporate social responsibility issues addressed by the company and the evolution of the regulatory framework and those topics are discussed at length with the CSR committee members. The chair of the CSR committee reports to the full board very regularly on the CSR committee's works. The CSR committee is subject to the same general operating rules as those applicable to the other board committees. The CSR committee meets as often as the company's interest so requires. The CSR committee works closely with the audit committee, in particular to monitor the process of preparing the sustainability information. The CSR committee may, in carrying out its responsibilities, contact leading managers of the company after notifying the chairman of the board of directors or the board of directors itself and under the condition that it reports back to the board of directors. The CSR committee may use external experts as needed.

Activities in 2025

During the 2025 financial year, the CSR committee held six meetings, including three joint sessions (two joint sessions with the remuneration committee and one joint session with the audit committee). The average attendance rate of members at these meetings was 94.44%.

The members of the CSR committee also attended a joint session with the audit committee in order to coordinate their works with those of the audit committee with respect to the sustainability reporting process and the monitoring of the performance by the sustainability auditors of the sustainability information certification.

The CSR committee met to review, in particular, the following matters, in order to provide opinions and recommendations to the board of directors:

- annual review of results related to the implementation of the Group's 2024 CSR strategy;
- review of the 2024 Sustainability Report;
- review of the Compliance highlights in 2024;
- review and monitoring of the evolving CSR regulatory landscape (CSRD, Taxonomy) and initiatives implemented to align with sustainability reporting requirements;
- review of the key CSR messages presented during the Capital Market Day;
- review of the update of the double materiality assessment conducted in accordance with ESRS requirements and its results, review and update of the list of impacts, risks and opportunities (IROs);
- monitoring of the sustainability reporting process and the performance by the sustainability auditors of the sustainability information certification;
- proposals related to the Group's decarbonization strategy and the adoption of the transition plan;
- proposed CSR criteria for setting the criteria for the annual variable compensation of the chair and chief executive officer for 2026.

4.2.5 Assessment of the works of the board of directors

Procedure

Pursuant to the board internal rules, the board of directors must assess its capacity to meet the expectations of the shareholders by periodically analyzing its composition, organization and its operation, as well as the composition, organization and operation of its committees.

The evaluation has three objectives:

- to assess the way in which the board operates;
- to check that the important issues are suitably prepared and discussed; and
- to measure the actual contribution of each director to the board's work.

External assessment in 2025

In September 2025, after reviewing several proposals from external consultants recognized for their expertise in evaluation, the nomination and governance committee selected one of them, based on their experience, reputation, and proposed methodology. The committee also verified and assessed, with regard to both the company and its officers and directors, the complete independence of the selected consultant, particularly in light of the latter's lack of any recruitment-related activities.

Each director received several detailed questionnaires designed to assess the functioning of the board of directors and its committees. The five questionnaires (one for the board and one for each of the four board committees) were prepared by the consultant and then reviewed and validated by the lead director. They were

Once a year, the board of directors shall devote one item on its agenda to the discussion of its operation and inform the shareholders each year, in the Universal Registration Document, of the conduct of these assessments and the subsequent follow-up.

In accordance with the AFEP-MEDEF code, the board of directors has undertaken since 2009 a formalized annual assessment. The lead director, with the support of the nomination and governance committee, is responsible for overseeing the annual assessment of the performance, operation, and effectiveness of the board of directors and its committees. In accordance with Atos' best practices, an external assessment is conducted every three years, which was the case for the 2025 financial year.

completed by each member of the board of directors (including the non-voting member). Based on the completed questionnaires, the consultant conducted individual interviews with each member of the board. Interviews were also conducted with certain key management functions, such as the chief financial officer, the chief human resources officer, and the general secretary, in order to obtain an overall view of the company's functioning and governance.

Following the interview process, the consultant's report, including the results of the assessment and recommendations for the future, was submitted and presented to the nomination and governance committee, then to the board of directors. An executive session was held specifically to discuss the assessment of the board and its committees.

Results of the 2025 assessment and recommendations for 2026

Overall assessment for 2025

• The board of directors

This assessment paints a very positive picture: the directors highlighted the clear improvement in Atos' governance in recent times, despite the difficult context. They particularly noted the strengthening of leadership, driven in particular by the combination of the roles of chairman and chief executive officer, as well as the composition of a more diverse and streamlined board, working collaboratively and constructively to serve the Group's priorities.

The directors consider that the board's agendas are balanced, well-structured and cover all key topics. They also note a significant shift in the topics addressed, reflecting a gradual transition from a focus on restructuring to strategic discussions, in line with the evolution of the company's priorities. Management is considered to be transparent and accessible, providing directors with adequate information and well-prepared presentations, enabling high-quality debate and free expression by directors. This transparency fosters exchanges that are both useful for management and productive for the organization.

The interaction between board members and management teams is perceived as constructive and

increasingly dynamic. Directors appreciate that members of the management team are more exposed to the board, thereby strengthening mutual understanding and alignment of work.

Finally, the professionalism, responsiveness, and constant support provided by the board Secretariat are unanimously appreciated. The director onboarding program is also considered particularly effective and useful, contributing significantly to the smooth functioning of the board.

In conclusion, the board of directors is considered a highly effective, balanced body that demonstrates sound governance practices and fully supports the Group's performance and ambitions.

• Committees:

The contribution of the audit committee is considered particularly strong. The directors highlight the expertise, diligence, and leadership of its chairman, recognized by both his peers and the finance teams. The nomination and governance committee also plays a positive role, particularly in the recruitment of new directors, as does the remuneration committee, while the CSR committee is praised for introducing and structuring the CSR policy.

Areas for improvement and measures to be taken in 2026**• Board of directors:**

The assessment identified several areas for improvement, illustrating the board's desire to continue strengthening itself and further increasing its collective effectiveness. In a context of significant transformation, the directors emphasize the importance of further developing the dynamic of exchanges, by increasing individual interactions and face-to-face meetings, in order to consolidate the working culture of the recently renewed board.

The directors also wish to optimize certain organizational aspects to streamline the board's work. In particular, they recommend adjusting the frequency of meetings to focus sessions on high value-added topics, noting that the requirement for monthly meetings for 24 months following the date of the restructuring is a result of Atos' accelerated rescue plan. The early transmission of preparatory documents and minutes is also identified as a lever for enriching the quality of exchanges and debates.

In addition, the directors encourage more regular executive sessions, which provide a privileged space for in-depth and independent exchanges. They also emphasize the importance of closer contact with the lead director, whose role remains central to supporting the board's growth.

Finally, the directors reaffirm the need to continue the work undertaken in the areas of talent management and succession planning. Recent changes in the management team encourage the board to deepen its knowledge of new key talent and to be more involved upstream in discussions relating to organization and managerial developments.

Taken together, these areas for improvement are part of a constructive and ongoing process, reflecting the board's commitment to strengthening its strategic contribution to the Group in the long term.

• Committees:

The assessment also identified areas for improvement for the committees. In particular, they are encouraged to further enhance their effectiveness by systematically holding executive sessions and distributing written minutes to the entire board.

With regard to the audit committee, it is recommended that the quality of its work be further improved by sending documents earlier to allow for optimal preparation. The nomination and governance committee would benefit from further structuring its work on succession and talent management. The remuneration committee is invited to deepen its coordination with the nomination and governance committee on talent and succession issues. Finally, the CSR committee can further increase its impact by intensifying its exchanges with other committees on non-financial risks and ESG issues, thereby consolidating its added value within the board.

Results of implementing the recommendations for 2025

Directors believe that the recommendations formulated upon completion of the 2024 assessment were duly taken into account in 2025. In particular, they were as follows:

Topic	Recommendations for 2024	Progress made in 2025
Strategy and Knowledge of Atos' Business	<ul style="list-style-type: none"> With the financial restructuring completed by the end of the 2024 financial year, refocus discussions on the Group's industrial strategy, competitive positioning and long-term strategic and operational objectives Schedule dedicated strategy sessions with contributions from business leaders, external experts, and clients Organize regular site visits and presentations from operational units to enhance the board of directors' operational insight 	<ul style="list-style-type: none"> The directors unanimously noted the progress made in 2025 and the refocusing of discussions on strategic issues. The board noted the progress made with specific strategic sessions, including the participation of external and internal experts. Presentations by the company's operational managers (members of the Group executive committee) were made at board meetings. A site visit is scheduled for early 2026.
Risk Management	<ul style="list-style-type: none"> Regular updates on major risks and monitoring of high-risk contracts Systematically formalize an approach covering all types of risk, with an updated matrix for a global view Improve the integration of non-financial risks (contracts, clients, CSR) and ensure regular monitoring of projects and their progress 	<ul style="list-style-type: none"> The directors noted the progress made in risk management. In particular, regular updates were provided on major risks, monitoring of high-risk contracts was presented, and the mapping appropriately includes all types of risks, including non-financial risks.
Board Performance and Composition	<ul style="list-style-type: none"> Enhance meeting dynamics by prioritizing face to face meetings for strategic decisions. Reinforce direct interaction with line managers, analysts and external experts to better address strategic and operational issues 	<ul style="list-style-type: none"> The board noted the improved dynamics of its meetings. The meeting formats (in-person or virtual) were deemed appropriate by a very large majority of directors. Presentations by the company's operational managers (members of the Group executive committee) were made at board meetings. Training with an external expert was also held in July 2025 on CSRD topics.
Committees	<ul style="list-style-type: none"> Audit committee: Continue to improve regular monitoring of risk management and compliance Nomination and governance committee: Focus on succession planning, diversity and talent development Remuneration committee: Continue to improve coordination with the nomination and governance committee; extend compensation controls to all levels of management CSR committee: Monitor CSR initiatives and progress more frequently 	<ul style="list-style-type: none"> The members of the various committees noted a marked improvement in their functioning and practices, and expressed their desire to continue strengthening their coordination and effectiveness.